

DRAFT RESOLUTIONS
On the Items of the Agenda
Of the 3rd Ordinary General Meeting of the Company's Shareholders
under the name
«SOCIETE ANONYME ADMIE HOLDING S.A.»
(The "Company")
of 16th July of 2020
(article 123 § 4 L. 4548/2018)
G.E.MI.: 141287501000

ITEM 1st : **Submission and approval of the Annual Financial Statements of the Company for the 3rd Fiscal year 01.01.2019 - 31.12.2019 which includes the relevant Reports and Statements of the Board of Directors and the Certified Auditors.**

<i>Required Quorum:</i>	<i>1/5 (20%) of the paid-up share capital</i>
<i>Required majority:</i>	<i>50% + 1 of the votes represented</i>

On the 1st Item of the Agenda, the Board of Directors proposes to the shareholders the approval of the Company's Annual Financial Statements for the 3rd Fiscal year 01.01.2019 - 31.12.2019 which were drawn up in compliance with the International Financial Reporting Standards (IFRS) and approved by the Board of Directors during the meeting of 24th June of 2020.

In the above statements, the following are integrated: (a) the annual financial report of the Board of Directors on the Annual Financial Statements of 31 December 2019 in accordance with Article 4 of Law 3556/2007, which includes the Annual Report of the Board of Directors and the Statement of Corporate Governance and (b) the Control Report of the Auditing Company, and the aggregate of those were made available to the public investors through the posting on the Company's website (<http://admieholding.gr/>).

After the presentation of the above financial statements and the briefing of the shareholders, the above statements are submitted for approval.

The Ordinary General Meeting, following the legal vote with _____ votes, which means by a majority of _____ of those present and duly represented shares/votes approved the Annual Financial Statements of the Company for the 3rd Fiscal year 01.01.2019 - 31.12.2019 after the relevant Reports and Statements of the Board of Directors and the Certified Auditors.

Shareholders vote against representing _____ votes.

Shareholders abstain from voting representing _____ votes.

**ITEM 2nd : Approval of the distribution of results of the 3rd Fiscal year 01.01.2019
- 31.12.2019 and distribution of dividend.**

<i>Required Quorum :</i>	<i>1/5 (20%) of the paid-up share capital</i>
<i>Required majority:</i>	<i>50% + 1 of the votes represented</i>

In 2019, the Company distributed the maximum amount allowed as interim dividends, which amounted to 0.06 euros per share or 13,920,000 euros. The Board of Directors proposes to distribute the remaining amount, adjusted to current expenses, as a regular dividend. The distribution of the remaining dividend will amount to 0.0289 euros per share, 6,704,800 euros.

The Board of Directors proposes the approval of the disposal of the results of the fiscal year that ended on 31.12.2019 and in particular the distribution (payment) of the remaining dividend of a total amount of 6,704,800 Euros (gross amount), i.e. 0.0289 Euros per share (gross amount) from the profits of that fiscal year.

Furthermore, it is proposed:

- (a) as the date of the piece rate right for the fiscal year dividend 2019: the 24th of August 2020, Monday [the above date is set after the 21st of August 2020, which signifies the maturity date for the Futures Contracts (FC) on the FTSE / ATHEX Large Cap Index],
- (b) as the date on which the beneficiaries of the dividend for the fiscal year 2019 (record date) will be determined: the 25th of August 2020, Tuesday and
- (c) as the date of commencement of dividend payment for the year 2019: the 31st of August 2020, Monday.

It is clarified that the Board of Directors, with its decision No 52/12.06.2020, decided the distribution of interim dividend for the fiscal year 2020, which will amount to 0,0889 Euros per share or 20.624.800 euros.

Finally, it is proposed that the Ordinary General Meeting of Shareholders provide the Board of Directors of the Company with the necessary authorizations for the proper and timely implementation and execution of the decision on the distribution (payment) of a dividend, including the selection of the paying bank.

The Ordinary General Meeting, following the legal vote, with _____ votes, which means by a majority of _____ of those present and duly represented shares/votes approved the

distribution of results of the 3rd Fiscal year 01.01.2019 - 31.12.2019 and the distribution of dividends of the fiscal year of 2019, as they have been stated above and authorized the Board of Directors to take all required and necessary actions for the timely and appropriate implementation of the decision to distribute (payment) the dividend for the fiscal year 2019, including the selection of the paying bank.

Shareholders vote against representing _____ votes.

Shareholders abstain from voting representing _____ votes.

ITEM 3rd: Approval of the overall management of the Board of Directors for the 3rd Fiscal year 01.01.2019 - 31.12.2019 according to article 108 of law 4548/2018 and exemption of the Certified Auditors according to section c) of paragraph 1 of article 117 of law 4548/2018.

Required Quorum: 1/5 (20%) of the paid-up share capital

Required majority: 50% + 1 of the votes represented

The Board of Directors proposes to the Shareholders the approval of the overall management that took place during the fiscal year 2019, in accordance with Article 108 of Law 4548/2018 and to release the Company's certified auditors of any relevant liability (section c of paragraph 1 of Article 117 of Law no. 4548/2018).

The Ordinary General Meeting, following the legal vote, with _____ votes, which means by a majority of _____ of those present and duly represented shares/votes approved the overall management of the Board of Directors that took place during the fiscal year 2019, in accordance with Article 108 of Law 4548/2018 to relieve the Company's certified auditors of any relevant liability for compensation for the same fiscal year.

Shareholders vote against representing _____ votes.

Shareholders abstain from voting representing _____ votes.

ITEM 4th : Approval of the remuneration and compensations of the members of the Board of Directors for the fiscal year 01.01.2019 - 31.12.2019.

Required Quorum : 1/5 (20%) of the paid-up share capital

Required majority: 50% + 1 of the votes represented

The Board of Directors proposes the approval of the remuneration and compensations paid-up to the members of the Board of Directors during the fiscal year 2019, for their participation in the Board of Directors and in its Committees, which amounted to a total of 26.800,00 euros. It is clarified that these remunerations were granted in accordance with the assumptions and restrictions placed on the "Policy of Remuneration and benefits of members of the Board of Directors and senior management" established by the Company, which has been approved by the Ordinary General Meeting of the Company's shareholders of 04.07.2019 with a duration of four (4) years.

The amount of remuneration paid-up and compensation for the fiscal year 2019, to the members of the Board of Directors for their participation in its meetings and their committees for each member, are shown in the table below:

SURNAME	FIRST NAME	CAPACITY	NUMBER OF PARTICIPATIONS	REMUNERATION		
				Remuneration Meetings of the Board of Directors	Remuneration Meetings of the Control Committee	TOTAL
DAROUSOS	EVAGGELOS	MEMBER OF THE BOARD OF DIRECTORS	18	4.400,00	2.000,00	6.400,00
ZARIKOU	ELENI	CHAIRMAN OF THE BOARD OF DIRECTORS	6	2.400,00	0,00	2.400,00
KAMBOURIS	IOANNIS	VICE CHAIRMAN OF THE BOARD OF DIRECTORS	13	5.200,00	0,00	5.200,00
KARAKATSANIS	KONSTANTINOS	MEMBER OF THE BOARD OF DIRECTORS	18	4.400,00	2.000,00	6.400,00
NIKOLOUZOS	ALEXANDROS	MEMBER OF THE BOARD OF DIRECTORS	18	4.400,00	2.000,00	6.400,00
ROUSOPOULOS	IASON	CHAIRMAN OF THE BOARD OF DIRECTORS	8	0,00	0,00	0,00
Total				20.800,00	6.000,00	26.800,00

The Ordinary General Meeting, following the legal vote, with _____ votes, which means by a majority of _____ of those present and duly represented shares/votes approves the

remuneration and compensations of the members of the Board of Directors and of the members of the Audit Committee for the fiscal year which ended on the 31st/12/2019.

Shareholders vote against representing _____ votes.

Shareholders abstain from voting representing _____ votes.

ITEM 5th: Submission for discussion and voting by the General Meeting, according to article 112 of law 4548/2018, of the Remuneration Report for the fiscal year 01.01.2019 - 31.12.2019 (financial year 2019).

<i>Required Quorum:</i>	<i>1/5 (20%) of the paid-up share capital</i>
<i>Required majority:</i>	-

[Clarification to the shareholders: According to paragraph 3 of article 112 of law 4548/2018, the vote of the shareholders on the submitted Remuneration report does not have the character of approval as the "Policy of remuneration and benefits of members of the Board of Directors and senior executives" established by Company, has been approved by the Ordinary General Meeting of the Company's shareholders on 04.07.2019 for a period of four (4) years, but has a consultative status. The remuneration report for the next fiscal year will explain how the result of this present consultative vote was taken into account].

The Board of Directors informs the Ordinary General Meeting of the shareholders about the Remuneration Report of article 112 of law 4548/2018 for the year 2019 for discussion and voting. The report was submitted for discussion and voting to the shareholders and is available on the Company's website (www.admieholding.gr);

The Company has established a Policy for Remuneration and benefits for members of the Board of Directors and senior management (hereinafter referred to as the «Policy») in accordance with the provisions of Articles 110 and 111 of Law 4548/2018, which has been approved by the Ordinary General Meeting of the Company's shareholders of 04.07.2019 with a duration of four (4) years.

The above remuneration report relates to the remuneration of all members of the Board of Directors as well as the senior management of the Company during the year 2019 and includes the information required by article 112 of law 4548/2018. The Remuneration Report was carried out in accordance with the provisions of the 'Remuneration Policy of members of the Board of Directors and senior management' established by the Company, which has been approved by the Ordinary General Meeting of the Company's shareholders on 04.07.2019 with a duration of four (4) years and is available

on the Company's website

http://admieholding.gr/wp-content/uploads/2019/06/7.-%CE%A0%CE%BF%CE%BB%CE%B9%CF%84%CE%B9%CE%BA%CE%AE-%CE%B1%CF%80%CE%BF%CE%B4%CE%BF%CF%87%CF%8E%CE%BD_%CE%91%CE%94%CE%9C%CE%97%CE%95-%CE%A3%CE%A5%CE%9C%CE%9C%CE%95%CE%A4%CE%9F%CE%A7%CE%A9%CE%9D.pdf.

The Ordinary General Meeting, following the legal vote, with _____ votes, which means by a majority of _____ of those present and duly represented shares/votes approves the Remuneration Report of article 112 of law 4548/2018 for the year that ended on 31st/12/2019.

Shareholders vote against representing _____ votes.

Shareholders abstain from voting representing _____ votes.

ITEM 6th : Election of Ordinary and Alternate Certified Auditors for the audit of the Company's Financial Statements for the 4th Fiscal year 01.01.2020 - 31.12.2020 and determination of their remuneration.

Required Quorum : 1/5 (20%) of the paid-up share capital

Required majority: 50% + 1 of the votes represented

The Board of Directors, taking into account the recommendation of the Company's Audit Committee, in accordance with the provisions of paragraph 3, section f' of Article 44 of Law 4449/2017, proposes to the Ordinary General Meeting:

(a) The appointment of the auditing company under the name «Collaborating Certified Auditors Anonymous Company of Certified Auditors» and under the trade name «SOL S.A.» or "SOL CROWE", whose registered office is in Athens, to carry out the mandatory Ordinary audit of the Company's financial statements for the year 01/01 – 31/12/2020, to review the interim financial statements and to issue the annual tax compliance certificate [article 45^A L. 4174/2013 as it was amended by article 37 of L. 4646/2019].

(b) The appointment of the following Certified Auditors (members of the above Auditing firm) i.e.:

Of Mr. Pateromichelaki Vasileios (Reg. No SOEL 14421) and Kourtis Sotirios (Reg. No SOEL 50601) as Ordinary Auditors and of Mrs. Efthimiadi Sofia (Reg. No SOEL 22111) and Kotsika Georgios (Reg. No SOEL 29481) as Alternate Auditors.

(c) The remuneration of the above auditing company amounts to, according to its relevant offer to the Company: i) sixteen thousands five hundred euros (16.500 Euros), VAT not included, for the statutory audit and ii) four thousands euros (4.000 Euros), VAT not included, for the tax certificate.

It is noted that for the 3rd Fiscal year (01/01- 31/12/2019) the amounts of remuneration received by the same above auditing company "SOL SA" amounted to 19.500 euros for the Ordinary audit of the Company's financial statements and to the amount of 5.000 euros for the issuance of the relevant tax certificate.

The Ordinary General Meeting, following the legal vote, with _____votes, which means by a majority of _____ of those present and duly represented shares/votes approved the appointment of the above auditing company and of its members for the compulsory audit of the Financial Statements of the Company for the current use of 01/01 – 31/12/2020 with a remuneration which will amount to the total amount of twenty thousand and five hundred euros (20.500 Euros), VAT not included.

Shareholders vote against representing _____ votes.

Shareholders abstain from voting representing _____ votes.

ITEM 7th : Providing approval for the acquisition of own shares of the Company in accordance with articles 49 and 50 of law 4548/2018, as in force.

<i>Required Quorum :</i>	<i>1/5 (20%) of the paid-up share capital</i>
<i>Required majority:</i>	<i>50% + 1 of the votes represented</i>

The Board of Directors informs the General Meeting that, according to the decision of 12/07/2018 of the Ordinary General Meeting of the Company's shareholders, the Company was empowered, in accordance with the provisions of the current article 16 under the law N° 2190/1920 within 24 months, i.e. from 13.7.2018 to 12.7.2020, to proceed directly or indirectly to the acquisition of own shares up to one centimeter (1/100) of its respective paid-up share capital, to the extent that these markets would be considered more profitable than other investment

opportunities offered and as long as its available cash balance allows it, with a maximum purchase price of 10 euros per share and a minimum purchase price of 1 euro.

In the context of the above-mentioned provision, the Board of Directors, pursuant to its decisions of 28/02/2020, 06/03/2020, 09/03/2020, 12/03/2020, 16/03/2020 and 23/03/2020, proceeded to the purchase of the total amount of 115,341 shares of the Company, which correspond to 0.05% of the total issue of 232,000,000 common registered shares of the Company with an average purchase price of 1.94 euros per share.

Given that the above-mentioned provision expires on 12/07/2020, the Board of Directors, taking into account the current economic circumstances, proposes to the General Meeting the re-approval of acquisition of own shares by the Company, in accordance with the provisions under Article 50 of law 4548/2018, as applicable.

In particular, it proposes that the Company is entitled, within the 24 months period provided by the law, i.e. from 17.07.2020 until 16.7.2022, to proceed directly or indirectly to the acquisition of own shares up to one centimeter (1/100) of its paid-up share capital of the Company, to the extent that these markets will be considered more profitable than other investment opportunities offered and as long as its available cash balance allows it. The Board of Directors suggests that the maximum purchase price of the Company's own shares be 10 euros per share and the minimum purchase price 1 euro per share.

Finally, it is proposed that the General Meeting authorize the Board of Directors to control, at its sole discretion, any other issue and to take all necessary actions for the implementation hereof, including the possibility of further assignment of these powers in part or in total.

The Ordinary General Meeting, following the legal vote, with _____votes, which means by a majority of _____ of those present and duly represented shares/votes, approved the acquisition of own shares by the Company for the period 17/07/2020 – 16/07/2022 in accordance with what is stated more particularly above, and authorized the Board of Directors to regulate, at its sole discretion, any other issue and to take all necessary actions for the implementation hereof, including the possibility of further assignment of these powers in part or in total.

Shareholders vote against representing _____ votes.

Shareholders abstain from voting representing _____ votes.

ITEM 8th : Election of a new Board of Directors and appointment of its independent non-executive members, in accordance with article 87 § 5 of law 4548/2018.

<i>Required Quorum :</i>	<i>1/5 (20%) of the paid-up share capital</i>
<i>Required majority:</i>	<i>50% + 1 of the votes represented</i>

I. The Board of Directors proceeds with the procedures provided by law and the Articles of Association for the election, during the Ordinary General Meeting of 16th July 2020 of the new Board of Directors due to the imminent end of the term of office of the Board of Directors on 11th December 2020. Each shareholder is entitled to propose and vote for the BoD Members he wishes, regardless of the number of the shares he holds. Those who propose a candidate submit a relevant "Candidate Proposal" along with the CV of the candidate members to the Company's Investor Relations Office (89 Dyrachiou & Kifisou Str., 104 43 Athens, telephone (+30) 210 3636936, email office@admieholding.gr), at least forty-eight (48) hours before the date of the meeting of the General Meeting, after taking into account any obstacles and inconsistencies regarding the Members of the Board of Directors of the Company (these documents are available on the company's website (www.admieholding.gr)).

According to the provisions of the Company's current Articles of Association (Article 11), the Company is governed by a Board of Directors, consisting of five (5) to seven (7) Directors for three (3) years. The members of the Board of Directors are always re-elected and freely recalled, while a member of the Board of Directors may also be a legal entity. In the latter case, the legal person is obliged to appoint a natural person to exercise his powers.

II. According to the Regulation of internal operation of the Company, as in force, the Board of Directors consists of executive and non-executive members. In particular:

a) Executive members are those who deal with the day-to-day affairs of the Company's management and have the power to manage and represent it.

b) Non-executive members have no managerial or representative authority. They are generally in charge of promoting all corporate issues, but do not deal with everyday management issues. They participate in councils, committees, groups, as well as in other collective bodies of the Company. The number of non-executive members of the Board of Directors may not be less than 1/3 of the total number of members. At least two (2) of the non-executive members must be independent according to the rules of article 4 § 1 of law 3016/2002.

III. The status of the members of the Board of Directors as executive or not is determined by the Board of Directors, while the independent members are appointed by the General Meeting.

The obligations of the members of the Board of Directors towards the Company derive from relevant legislative provisions (e.g., among others, Law 4548/2018, as in force, and Law 3016/2002, as in force,) and from the general principles of corporate law. Beside these obligations (obligation of trust, confidentiality, defense of the general corporate interest, disclosure of own interests, etc.), a number of incompatibilities with the status of members of the Board of Directors is provided by the Constitution, the Law and the Articles of Association of the Company, among which the following are indicatively cited : 1) The members of the Board of Directors may not act on a case-by-case or professional basis without the permission of the General Meeting of the Company's shareholders, on their own account or on behalf of third parties, acts subject to the Company's objectives or be members of the Board of Directors, executive officers, employees or representatives of companies that have a similar objective to those of the Company, as well as participate as partners in partnerships or other forms of companies or joint ventures that have a similar objective to those of the Company. 2) The independent non-executive members of the Board of Directors must not hold shares in excess of 0.5% of the Company's share capital during their term of office and must not have a relationship of dependence with the company or with persons affiliated with it. 3) Practicing Judicial officers are prohibited to participate in the Board of Directors of any Societe Anonyme (article 89 of the Constitution and article 41 par. 1 of Law 1756/1988, as in force).

The Ordinary General Meeting, following the legal vote, with _____votes, which means by a majority of _____ of those present and duly represented shares/votes elects as new members of the Board of Directors of the Company, for a three years term the following :

Of which Mr. _____ as independent non-executive members.

Shareholders vote against representing _____ votes.

Shareholders abstain from voting representing _____ votes.

ITEM 9th : Providing permission to the members of the Board of Directors of the Company and to the executives of its Directorates for their participation in the Boards of Directors or in the Management of other related companies within the meaning of article 32 of law 4308/2014.

Required Quorum : 1/5 (20%) of the paid-up share capital

Required majority: 50% + 1 of the votes represented

The Board of Directors proposes to the General Meeting the granting of a license, in accordance with article 98 of Law 4548/2018, to the members of the Board of Directors of the

Company and to the senior management of the Company, in order to participate in any capacity in Boards of Directors or in the Management of the companies of the group and of the related (within the meaning of article 32 of L. 4308/2014) companies, in order to coordinate the work at group level. The provision of a relevant license is a common practice in company groups.

The Ordinary General Meeting, following the legal vote, with _____ votes, which means by a majority of _____ of those present and duly represented shares/votes approved the granting of a license, according to article 98 of law 4548/2018, to the members of the Board of Directors of the Company and to the executives of the Directorates of the Company, in order to participate in any capacity in Boards of Directors or in the Management of the group companies and the related (within the meaning of article 32 of L.4308 / 2014) companies.

Shareholders vote against representing _____ votes.

Shareholders abstain from voting representing _____ votes.

ITEM 10th: Announcements

Required Quorum: 1/5 (20%) of the paid-up share capital

Required majority:
