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DRAFT RESOLUTIONS
For items in the Agenda of the
Ordinary General Meeting to be held on Thursday July 4th, 2019

ITEMS IN THE AGENDA

FIRST ITEM: Submission and approval of the Annual Financial Statements for the fiscal year 01.01.2018 - 31.12.2018 with the corresponding Reports and Statements of the Board of Directors and the Certified Auditors

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 of the represented capital

The Board of Directors recommends the approval of the Annual Financial Statements of the Company with the relevant Annual Reports of the Board of Directors, the Certified Auditor for the financial year 2018 (01.01.2018 to 31.12. 2018). The Company's Annual Financial Statements and the relevant Board of Directors and Auditors Reports are available on the Company's website <http://admieholding.gr/financial-results>.

After voting, the General Meeting approves the Annual Financial Statements, the Annual Reports of the Board of Directors and the Certified Auditor for the fiscal year 2018 by.....votes, i.e. by a majority of% of the votes represented in the General Meeting. Shareholders representingvotes vote against and shareholders representingvotes abstain from the vote.

SECOND ITEM: Approval of profits distribution for the financial year 01.01.2018 - 31.12.2018 and dividend's payment

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 of the represented capital

For 2018 ADMIE Holding distributed the maximum permissible payout - 50% - of cash dividend received from IPTO S.A., within the year, in the form of an interim dividend. The interim dividend per share amounted to €0.0316 (€7.331.200,43). The Board of Directors recommends the distribution of the residual amount, adjusted to the running costs, as regular dividend. The residual dividend distribution amounts at €0,0284851397 per share(6.608.552,41 euro).

The following is a breakdown of the distribution of the dividend:

Net Profit	15.656.252,61
LESS Past losses	-982.828,57
Net profit for distribution	14.673.424,04
LESS Regular Reserve (5%)	-733.671,20
Earnings to be distributed	13.939.752,84
Less dividend already paid	-7.331.200,43
Dividend balance to be distributed	6.608.552,41

The Board of Directors propose the approval of distribution of the profits of the year ended on December 31st 2018 and especially the proposition of distribution of the residual dividend of total amount 6.608.552,41 Euro (gross amount), or 0,0284851397 Euro per share (gross amount) to the shareholders of the Company from the profits of the corporate year 2018.

Additionally, proposes:

- a) Cut of date: August 2nd 2019,
- b) Record date: August 5th 2019 and as
- c) Dividend payment of 2018: August 9th 2019.

Finally, the General Shareholders Meeting proposes to provide the Company's Board of Directors with the necessary authorizations for the proper and timely implementation and processing of the decision taken regarding the distribution (payment) of dividends.

After voting, the General Meeting approves the overall management by the Board of Directors during the corporate year 2018 and the discharge of the auditors, by.....votes, i.e. by a majority of% of the votes represented in the General Meeting. Shareholders representing votes vote against and shareholders representing votes abstain from the vote.

THIRD ITEM: Approval of the overall management of the Board of Directors for the fiscal year 01.01.2018 - 31.12.2018, according to article 108 of Law 4548/2018 and discharge of the Auditors pursuant to paragraph 1, c) 4548/2018

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 of the represented capital

The Board of Directors proposes the approval of the overall management, by the Board of Directors, that took place during the fiscal year 2018, and the exemption of the auditors.

After voting, the General Meeting elects the audit firm "SOL S.A" for the audit of the Company's Financial Statements for the fiscal year 2018, by a majority of ...% of the votes represented in the General Meeting. Shareholders representing votes vote against and shareholders representing votes abstain from the vote.

FOURTH ITEM: Approval of the remuneration and compensation of the members of the Board of Directors for the fiscal year 01.01.2018 - 31.12.2018

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 of the represented capital

The Board of Directors recommends the approval of the fees and indemnities paid to the members of the Board of Directors for their participation in the Board of Directors and its Committees during the year 2018, which amounted to a total amount of 14,800.00 Euros.

The remuneration paid to the members of the Board of Directors, for the fiscal year 2018 are mentioned, for each member, in the following table:

SURNAME	NAME	POSITION IN THE COMPANY	NUMBER OF MEETINGS	ADMIE HOLDING S.A.		IPTO S.A.
				OTHER FEES	BOD FEES	OTHER FEES FROM IPTO
NIKOLOUZOS	ALEXANDROS	BOD MEMBER	4		1,600	
KAMBOURIS	IOANNIS	VICE CHAIRMAN	2		800	72,620
PAPAGIANNAKOPOULOS	NEKTARIOS	EX BOD CHAIRMAN	1	9,146	400	
ZARIKOU	ELENI	BOD CHAIRMAN	8		3,200	34,230
KARAKATSANIS	KONSTANTINOS	BOD MEMBER	11		4,400	
DAROUSOS	EVAGGELOS	BOD MEMBER	11		4,400	
Total				9,146	14,800	106,850

After voting, the General Meeting approves the remuneration paid to the members of the Board of Directors during the fiscal year 2018, and pre-approves the payment of the above remunerations/fees for the fiscal year 2019, by a majority of% of the votes represented in the General Meeting. Shareholders representing votes vote against and shareholders representingvotes abstain from the vote.

FIFTH ITEM: Pre-approval for the payment of the remuneration and compensation of the members of the Board of Directors for the fiscal year 01.01.2019 - 31.12.2019

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 of the represented capital

The General Meeting is required to determine the Board of Directors' compensation for the fiscal year 2019. The Board of Directors recommends that the fees for the period up to the General Meeting remain the same as those of 2018 fiscal year. Therefore, the General Meeting is required to pre-approve as the gross Members' compensation for their membership the amount of € 400 per member and per meeting.

The Board of Directors, following an assessment that:

- (a) to determine the remuneration and indemnities of the members of the Board of Directors; it should be ensured that the remuneration structure promotes the long-term viability of the Company and the comparability with the remuneration levels of respective positions, roles and qualifications in the domestic financial market and other similar companies,
- (b) an appropriate level of remuneration should be set up, to meet the duties, time spent and responsibilities entrusted to the members of the Board of Directors
- (c) the remuneration of non-executive members should faithfully reflect their particular role in protecting shareholders and their own independence:

For 2019 following the General Meeting the compensation of the BoD members and the Senior Managers are determined as follows:

- (i) President: € 40,000.00
- (ii) Managing Director: € 57.000,00

The non-executive Chairman receives the remuneration provided above. If the chairman is an executive then that person will receive the manager's remuneration.

- (ii) Vice-Chairman: € 30,000.00
- (iii) Members of the Board of Directors: € 400 per meeting

Furthermore, the fees of the Members of the following Committees of the Board of Directors for 2019 were determined as follows:

- (i) Member of the Audit Committee: € 250 per meeting
- (iii) Member of the Risk Management Committee: € 250 per meeting

Additionally, the Directors will also be entitled to travel, accommodation and other reasonable expenses they incur in order to attend the Board of Directors meetings or return from them, if their domicile is outside the Prefecture where the seat of the Company is

located, or expenses which the Directors have incurred in any other way, related to the Company's operations. The aforementioned expenses will be audited and approved by the Board of Directors and will be either prepaid (with a subsequent account rendering) or after submitting the expense account

At the time of compiling the present document, the Company does not maintain contracts with the executive members of the Board of Directors and the Company does not pay executive members any other remuneration in the form of remuneration of the Board members, other than compensation per meeting. The Company announces that Mr. Rousopoulos has resigned both his fees and compensation from ADMIE HOLDING S.A and Mr. Kambouris has resigned only his fees from ADMIE HOLDING S.A.

After voting, the General Meeting grants the above approves the Remuneration Policy according to the provisions of the articles 110 and 111 of the law 4548/2018 which describes the remuneration of the members of the Board of Directors of the Company for four (4) years. by.....votes, i.e. by a majority of% of the votes represented in the General Meeting. Shareholders representing votes vote against and shareholders representing votes abstain from the vote.

SIXTH ITEM: Approval of Remuneration Policy according to article 110 of law 4548/2018

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 of the represented capital

The Board of Directors recommends the approval of the remuneration policy, drawn up in accordance with the provisions of articles 110 and 111 of Law 4548/2018, which regulates the remuneration of the members of the Company's Board of Directors, the duration of which is four (4) years.

The Remuneration Policy proposed for approval is available on the Company's website (<http://admieholding.gr>)

After voting, the General Meeting approves the election of new Members of the Board of Directors who replaced Members who resigned, and the election of new Member of the Audit Committee who replaced Member who resigned, by a majority of % of the votes

represented in the General Meeting. Shareholders representing votes vote against and shareholders representingvotes abstain from the vote.

SEVENTH ITEM: Appointment of Regular and Substitute Certified Auditors for the fiscal year 01.01.2019 - 31.12.2019 and establishment of their remuneration

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 of the represented capital

The Company's Board of Directors proposes to the General Meeting the assignment of the statutory audit of the financial statements of ADMIE Holding S.A. for the fiscal year 2019, to the audit firm "SOL S.A.".

In 2018 the fees paid amounted at €19,500 for the statutory audit of the financial statement and €5,000 for the tax certificate.

The compensation of the audit firm is determined by the Board of Directors in accordance with the current relevant provisions and the Board of Directors is authorized to negotiate the fee.

After voting, the General Meeting approves the distribution of dividend to the shareholders for the financial year 2018 by.....votes, i.e. by a majority of ...% of the votes represented in the General Meeting. Shareholders representing votes vote against and shareholders representing votes abstain from the vote.

EIGHTH ITEM: Validation of election of new BoD members to replace resigned, in accordance with Law 3016/2002, as amended

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 of the represented capital

The Board of Directors proposes the approval of the election of Mr. Alexandros Nikolouzos pursuant to the BoD Decision of 13.9.2018 for replacing the resigning member Ioannis Margaritis, and his election as a new member of the Audit Committee. In addition, proposes the approval of the election of Mr. Ioannis Kambouris by virtue of the decision of the Board

of Directors dated 10.12.2018 for replacing the resigned member Jason Rousopoulos and the election of Mr. Iason Rousopoulos for replacing the resigned President of the Company pursuant to the decision of the Board of Directors dated 30.5.2019 .

Ioannis Kampouris

Dr. Yiannis Kampouris is Electrical Engineer with a Bachelor and a Ph.D. degree in Electrical Engineering from the National Technical University of Athens (NTUA).

He has over 30 years of professional experience in the field of energy. From June 2017 until today he is a member of the Board of Directors of IPTO SA and Chief Officer of Operation, Infrastructure and Market, while from February 2017 to June 2017 he was the Chief Executive Officer (CEO) of IPTO SA. Since 2005, he was Director of the Transmission System Planning (IPTO SA and HTSO SA), Director at the Chief Executive Director office (IPTO SA) and Head of System Planning Department (HTSO SA).

From 1988 to 1996 he was Research and Teaching assistant at the NTUA, School of Electrical, Electronic & Computer Engineers. From 2002 to 2011 he was associate Professor at the Technological University of Piraeus.

He is an active member of many organizations such as Technical Chamber of Greece, IEEE, CIGRE, ENTSO-E etc. He is Author or co-author of more than 150 publications in international journals, national and international conferences.

He is a Greek native and speaks fluently English.

Alexandros Nikolouzos

Mr. Nikolouzos is an attorney at the Supreme Civil and Criminal Court. He graduated from the University of Athens Faculty of Law. He completed his postgraduate studies at the Universities of Hamburg and Bremen and specialised on Constitutional, Administrative, European and International Law.

He was Legal advisor to the Minister of Environment and Energy from September 2015 to November 2016 and, among others, was actively engaged in the Full Ownership Unbundling procedure of IPTO from PPC.

He is a Greek native, fluent in English and German and has good working knowledge in French and Spanish.

Iason Rousopoulos

Mr. Iason Rousopoulos is an economist, graduate of the Department of Financial and Banking Administration of the University of Piraeus. He holds a postgraduate degree in Finance and Development, School of Oriental and African Studies, University of London.

He currently holds the position of Deputy Chief Financial Officer of IPTO SA. and is a member of the Board of Directors of IPTO SA and Ariadne Interconnection.

Since February 2017 until December 2017 he held the position of Chairman and Managing Director of ADMIE HOLDING S.A., and from March 2018 until December 2018 he was again Chairman of ADMIE HOLDING S.A..

In 2015 he was the head of the IPTO's ownership unbundling process on behalf of PPC as adviser to the Minister of Environment and Energy. At the same time, he is a member of the Evaluation Committee for the evaluation of applications in the International Competition for granting of rights to explore and exploit hydrocarbons in twenty marine areas in Greece and has worked in the field of development and advisory operations.

At research level, he has participated in writing and publishing the scientific paper entitled "The Changing Geography of Debt and IMF's Involvement: From Global to European South" in the World Review of Political Economy.

Greek is his mother tongue, he is fluent in English and has good knowledge of Chinese and Spanish.

After voting, the General Meeting approves the amendment of the Company's Articles of Association in accordance with the new provisions of law 4548/2018 by.....votes, i.e. by a majority of% of the votes represented in the General Meeting. Shareholders representing votes vote against and shareholders representing votes abstain from the vote.

NINTH ITEM: Validation and election of the Audit Committee members

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 of the represented capital

Following the proposal of the Board of Directors for the election of the members of the new Board of Directors, the Board of Directors in accordance with the provisions of paragraph 1 of article 44 of Law 4449/2017 and the Operating Regulation of the Audit Committee of the Company, according to which the Audit Committee consists of at least three (3) non-executive members of the Board of Directors, independent in their majority, the Board of Directors proposes the approval of the election of Mr. Alexandros Nikolouzos pursuant to the BoD Decision of 13.9.2018 in replacement of the resigned member Eleni Zarikou and proposes to the General Meeting the election of the following persons as members of the Company's Audit Committee:

1. Evangelos Darousos, as independent non-executive Member, President
2. Konstantinos Karakatsanis, as an independent non-executive Member
3. Alexandros Nikolouzos, as non-executive member.

The proposed members of the Committee as a whole have professional experience and proven sufficient knowledge in the field in which the Company operates, in order for the Committee to be in a position to fulfill the responsibilities and obligations set forth in paragraph 3 of Article 44 of Law 4449 / 2017. Especially Evangelos Darousos and Konstantinos Karakatsanis, have proven sufficient knowledge in accounting and auditing due to their professional experience and their participation in the existing Audit Committee of the Company.

After voting, the General Meeting approves the amendment of the Company's Articles of Association in accordance with the new provisions of law 4548/2018 by.....votes, i.e. by a majority of% of the votes represented in the General Meeting. Shareholders representing votes vote against and shareholders representing votes abstain from the vote.

TENTH ITEM: Granting the authorization to the members of the Company's Board of Directors and to the executives of the Company's Directorates, to participate in the Boards of Directors or Management of other affiliated companies according to the meaning of Article 32 of Law 4308/2014

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 of the represented capital

The Board of Directors recommends to the General Meeting to grant permission, pursuant to article 98 of law 4548/2018, to the members of the Company's Board of Directors and to the Directors of the Company, in order to participate in any capacity in Boards of Directors or Management of the group's companies and related companies (within the meaning of article 32 of Law 4308/1414), in order to coordinate the activities at Group level. Granting similar permissions is a common practice in groups of companies.

After voting, the General Meeting approves the amendment of the Company's Articles of Association in accordance with the new provisions of law 4548/2018 by.....votes, i.e. by a majority of% of the votes represented in the General Meeting. Shareholders representing votes vote against and shareholders representing votes abstain from the vote.

ELEVENTH ITEM: Amending, supplementing, abolishing and renumbering the clauses of the Articles of Association for the purposes of functionality and adjustment to Law 4548/2018 "Reform of the Law of Societies Anonymes" pursuant to article 183 of this law

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 of the represented capital

The Board of Directors proposes the amendment of the Company's Articles of Association in accordance with the new provisions of Law 4548/2018 "Reform of the Law of Sociétés Anonymes" (hereinafter "the Law"), by amending, supplementing and / or repealing provisions. At the same time, in the context of the harmonization of the Articles of Incorporation with the Law, the Board of Directors proposes a concise version of the Articles of Association by deleting the provisions which merely repeat the provisions of the legislation unless a permissible derogation from them is introduced (as expressly permitted by article 5 par. 2 of the Law). The entire new text of the Articles of Association is available on the Company's website <http://www.admieholding.gr>.

In detail, the Board of Directors proposed the following amendments:

1. Add a new paragraph 3 to article 2 in order to clarify that any disputes between the Company and its shareholders or third parties are the Single Member Court of First Instance of the Company's registered office (Article 3 par. 1 of the Law).
2. Article 3 paragraph 1: Change of the scope of the company in order to properly reflect its identity
3. Amendment of art. 5 including the text of the art. 30
4. Amendment of art. 6 in order to comply with the Law and avoid repetition of provisions of the Law and the DSS Operation Rulebook.
5. Deletion of articles 7-8 concerning shareholders' rights and minority rights to which the provisions of the Law apply.
6. Amendment of art. 9 (and renumbering to 7) for the responsibilities of the General Meeting with reference to the provisions in force.
7. Amendment of art. 10 (and renumbering to 8) regarding the time of the Ordinary General Meeting, to comply with the Law. A new wording is added referring to the provisions in force.
8. Add an article and numbering to 9 regarding the participation and representation of the shareholders in the General Meeting, on the one hand, in order to comply with the provisions of the Law, on the other hand, in order explicitly to provide for the possibility of sending documents for the appointment of representatives of the shareholders also by electronic means
9. Deletion of articles 11-13, quorum, majority and appointment of President and Secretary of the General Meeting, to which the provisions of the Law apply
10. Amendment of art. 14 (and renumbering to 10) regarding the items of discussion at the general meetings and the minutes thereof in order to comply with the Law and deletion of provisions that are repetition of the Law
11. Deletion of art. 15 regarding the discharge of BoD members and auditors due to the abolition of the relevant legislation. The current provision of the Law refers to the approval of overall management and is applicable without the need for a relevant statutory provision.
12. Amendment of art. 16 (and renumbering to 11) regarding the composition and term of the Board of Directors, in order to avoid repeating explicit provisions of the Law.
13. Amendment of art. 17 (and renumbering to 12) to delete references to the abolished c.l. 2190/1920, repeal repetition of provisions of the Law and explicitly provide for the possibility the BoD to assign the Internal Audit to one or more persons.

14. Amendment of art. 18 (and renumbering to 13) so that the Articles of Association provide that the Board of Directors may appoint a Corporate Secretary. (to θέλουµε?)
15. Add an article and numbering to 14 regarding the replacement of resigned or otherwise renounced members and the possibility of the Board of Directors to convene a General Meeting for the election of a new BoD, in order to avoid repetition of provisions expressly provided for in the Law.
16. Amendment of art. 19 (and renumbering to 15) regarding the formalities for the convocation of the Board of Directors, in order to avoid repetition of explicit provisions of the Law.
17. Amendment of art. 20 (and renumbering to 16) regarding the representation of members in the Board meetings, in order to avoid repetition of provisions of the Law
18. Amendment of art. 21 (and renumbering to 17), regarding the BoD minutes, in accordance with the Law and explicit provision for the possibility of replacing the signatures of Board of Directors members by email messages when resolving by written resolutions.
19. Amendment of art. 22 (and renumbering to 18) in accordance with the Law, in order to provide for explicit reference to the remuneration of the BoD members pursuant to a Remuneration Policy.
20. Deletion of articles 23 (competition prohibition) and 24 (Auditors) to avoid repetition of provisions of the Law.
21. Amendment of art. 25 (and renumbering to 19) to remove the reference in the first financial year.
22. Deletion of art. 26 regarding the annual financial statements and their publication, in order to avoid repetition of provisions of the Law.
23. Amendment of art. 27 (and renumbering to 20) as to the distribution of profits in order to comply with the provisions of the Law.
24. Deletion of articles 28 (dissolution and liquidation), in order to avoid repeating provisions of the Law.
25. Modification of the general provision of art. 29 (and renumbering to 21) and correction of the reference to the provisions of the Law
26. Deletion of art. 30 as it is included in art. 5
27. Deletion of article 31 in order to remove reference to the auditors of the first financial year

After voting, the General Meeting approves the amendment of the Company's Articles of Association in accordance with the new provisions of law 4548/2018 by.....votes, i.e. by a majority of% of the votes represented in the General Meeting. Shareholders representing votes vote against and shareholders representing votes abstain from the vote.

TWELFTH ITEM: Miscellaneous announcements and other issues

The Chairman of the Audit Committee will inform the shareholders on the actions undertaken by the Audit Committee during 2018 in accordance with Law 4449/2017.