

DRAFT PROPOSED DECISIONS
On the Items of the Agenda
of the 5th Extraordinary General Meeting of the Company's Shareholders
under the name
«SOCIETE ANONYME ADMIE HOLDING S.A.»
(the «Company»)
of 26th March 2021
(article 123 § 4 L. 4548/2018)
G.E.MI.: 141287501000

ITEM 1st: Election of a New Board of Directors

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

The Board of Directors proposes to the General Meeting of Shareholders the election of a new Board of Directors with a three-year (3-year) term, due to the resignation of Chairman and CEO Professor Christos Agiakloglou since 28/2/2021 and the election, to the position of the resigned, of Executive Chairman Mr. Diamantis Vachtsiavanos, the need for a single number of members as a best practice, as well as in the context of the compliance and adaptation of the Company with the requirements of the new Law 4706/2020 (Government Gazette AD136 / 17-7-2020) on Corporate Governance, regarding the provisions on suitability, diversity and main reason for adequate representation by gender in the said supervisory body, as well as the appointment of its independent members, according to the criteria of par. 1 of article 4 of Law 3016/2002, as currently in force of article 9 par. 1 and 2 of Law 4706/2020.

Each shareholder has the right to nominate and vote for the members of the Board of Directors he wishes, regardless of the number of shares he holds. Those proposing a candidacy, submit a relevant "Nomination Proposal" after the CV of the candidate members to the Shareholder Service Department of the Company (Dyrrachiou 89 & Kifisou, 104 43, Athens, phone (+30) 210 3636936, email office@admieholding.gr), at least seventy two (72) hours before the date of the General Meeting, after taking into account any obstacles and incompatible qualities for 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 current Articles of Association of the Company (article 11), the Company is governed by a Board of Directors, which consists of five (5) to seven (7) directors with a term of three (3) years. The members of the Board of Directors are always re-elected and freely revocable, while a member of the Board of Directors can also be a legal entity. In the latter case, the legal entity is obliged to appoint a natural person to exercise its powers. According to the current internal operation regulations of the Company, the Board of Directors consists of executive and non-executive members. Particularly:

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

b) The non-executive members do not have managerial and representative authority. They are generally in charge of promoting all the corporate issues, but they do not deal with the day-to-day management issues. They participate in boards, 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.

The status of the members of the Board of Directors as executive or not, is defined 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., including Law 4548/2018 and Law 3016/2002 as in force) and from the general principles of company law. In addition to these obligations (obligation of fidelity, confidentiality, defense of the general corporate interest, disclosure of own interests, etc.) is provided by the Constitution and the Law a series of incompatibilities with the capacity of a member of the Board of Directors, of which the following are indicative: 1) The members of the Board of Directors cannot act on occasion or professionally without the permission of the General Meeting of the Company's shareholders, on their own account or on behalf of third parties, transactions that fall under the purposes of the Company or to be members of the Board of Directors, executives, employees or representatives of companies that have a purpose related to those of the Company, as well as to participate as partners in personal or other companies or joint ventures have a purpose related to those of the Company. 2) The independent non-executive members of the Board of Directors

during their term of office must not hold shares in excess of 0.5% of the share capital of the Company and must not be affiliated with the company or persons affiliated with it. 3) Acting court officials are prohibited from participating 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).

Proposal of the Majority Shareholder, PHC ADMIE (IPTO) S.A., according to sub-no. 41/19-3-2021 minutes of its Board of Directors, is the re-election by the General Assembly of five (5) of the outgoing Members of the Board of Directors, namely of Messrs. a) Diamantis Vachtsiavanos, Economist, b) Panagiotis Iliopoulos, Attorney at Law, c) Konstantinos Angelopoulos, Mechanical Engineer, as Independent Non-Executive Member, d) Vassilios Mikas, Chemical Engineer, as an Independent Non-Executive Member and e) Konstantinos Drivas, Informatics Scientist, as an Independent Non-Executive Member and the election of Mr. Ioannis Karampelas, Economist and Mrs. Eleni Zenakou, Economist, as Independent Non-Executive Member, as new members of the Board of Directors. The proposed as Independent Members, meet the criteria of par. 1 of article 4 of Law 3016/2002, as it is valid today and of article 9 par. 1 and 2 of Law 4706/2020.

The CVs of all the above proposed members are available on the Company's website www.admieholding.gr

The term of office of the Audit Committee, which is a committee of the Board of Directors of the Company according to its Rules of Procedure will be three years (3 years) and will coincide with the term of the new Board of Directors.

The Extraordinary General Meeting after a legal vote, with _____ votes, ie with a majority of _____ of the shares present and legally represented, elects as new members of the Board of Directors of the Company with a three-year term as follows:

The Extraordinary General Assembly designates as independent non-executive members their a)... .. b)c)... ..and d)since they meet the criteria of par. 1 of article 4 of L. 3016/2002, as in force of article 9 par. 1 and 2 of Law 4706/2020.

Shareholders representing _____ votes vote against.

Shareholders representing _____ votes abstain from voting.

ITEM 2nd: Announcements

As it is not a decision of the Extraordinary General Meeting, in excess, it is mentioned that the President announced that, with the decision of the Board of Directors with number 63 / 1.3.2021, Mr. Diamantis Vachtsiavanos was elected as its new Executive Chairman, following the resignation from 28/2/2021 of the Chairman and Chief Executive Officer, Professor Christos Agiakloglou, for the remainder of his term. The decision of the election of Mr. Diamantis Vachtsiavanos, was made public with its posting on the Company's website on 02/03/2021.