

DRAFT RESOLUTIONS
On the Items of the Agenda
Of the 4th Ordinary General Meeting of the Company's Shareholders
under the name
«SOCIETE ANONYME ADMIE HOLDING S.A.»
(The "Company")
of 14th July of 2021
(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 4th Fiscal year (01.01.2020 - 31.12.2020) which includes the relevant Reports and Statements of the Board of Directors and the Certified Auditors, while also the Corporate Governance Statement pursuant to Law 4548/2018, article 152.**

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 Company's Annual Financial Statements for the 4th Fiscal year 01.01.2020 - 31.12.2020 which were drawn up in compliance with the International Financial Reporting Standards (IFRS) and approved by the Board of Directors during the meeting of 8th April 2021.

In the above statements, the following are consisted: (a) the annual financial report of the Board of Directors on the Annual Financial Statements of 31 December 2020 in accordance with Article 4 of Law 3556/2007, as amended and in force, which includes the Annual Management Report of the Board of Directors and the Statement of Corporate Governance and (b) the Independent Auditor's Report the files of which were made available to investors as posted on the Company's website (<http://admieholding.gr/>).

ITEM 2nd: **Approval of the overall management of the Board of Directors for the 4th Fiscal year (01.01.2020 - 31.12.2020 according to article 108 of law 4548/2018, as in force, and exemption of the Certified Auditors according to section c) of paragraph 1 of article 117 of law 4548/2018, while also the approval of corporate activities for Fiscal Year 2020 according to the decisions of the Board of Directors**

<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 proposes to the General Meeting the approval of the overall management of the Company by each member of the Board of Directors individually, in his/her respective capacity, as well as by all the members of the Board of Directors collectively, in accordance with the article 108 of Law 4548/2018, as in force, for the activities of the fiscal year ended on 31.12.2020 and the discharge of the auditing company from all liability for compensation for the fiscal year of 2020.

ITEM 3rd: Approval of the distribution of results of the 4th Fiscal year (01.01.2020 - 31.12.2020) and distribution of dividend, providing the relevant authorizations to the Board of Directors

<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 2020, the Company distributed the maximum amount allowed as interim dividends, which amounted to 0.0889 euros per share or 20,624,800 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 0.0179 euros per share, or 4,152,800 euros.

The Board of Directors proposes the approval of the distribution of the results of the fiscal year that ended on 31.12.2020 and in particular the distribution (payment) of the remaining dividend of a total amount of 4,152,800 Euros (gross amount), i.e. 0.0179 Euros per share (gross amount) from the profits of that fiscal year.

Furthermore, it is proposed:

- (a) as the cut-off date for the fiscal year dividend 2020: the 23rd of August 2021, Monday [the above date is set after the 21st of August 2021, which signifies the maturity date for the Futures Contracts (FC) on the FTSE / ATHEX Large Cap Index],
- (b) as record date for the dividend of fiscal year 2020 (record date) will be determined: the 24th of August 2021, Tuesday and
- (c) as the date of dividend payment for the year 2020: the 30th of August 2020, Monday.

It is clarified that the Board of Directors, with its decision No 65/8-4-2021, decided the distribution of interim dividend for the fiscal year 2021, which will amount to 0.0854 Euros per share or 19,812,800 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.

ITEM 4th : Approval of the remuneration and compensations of the members of the Board of Directors for the 4th fiscal year (01.01.2020 - 31.12.2020) and their pre-approval for the fiscal year 2021 (01.01.2021 to 31.12.2021)

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 2020, for their participation in the Board of Directors and in its Committees, which amounted to a total of 71,225 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 2020, 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:

Name	CAPACITY	NUMBER OF PARTICIPATIONS	REMUNERATION			TOTAL
			Meeting Fees of BoD	Meeting Fees of Audit Committee	Executive Remuneration	
ROUSOPOULOS IASON	CHAIRMAN	10	0	0	0	0
KAMPOURIS IOANNIS	VICE - CHAIRMAN	10	4,000	0	0	4,000
NIKOLOUZOS ALEKSANDROS	MEMBER	12	4,000	500	0	4,500

KARAKATSANIS KONSTANTINOS	MEMBER	12	4,000	500	0	4,500
DAROUSOS EVAGGELOS	MEMBER	12	4,000	500	0	4,500
AGIAKLOGLOU CHRISTOS	CHAIRMAN	5	2,000	0	26,125	28,125
ILIOPOULOS PANAGIOTIS	VICE - CHAIRMAN	5	2,000	0	13,750	15,750
MIKAS VASILIOS	MEMBER	8	2000	750	0	2,750
DRIVAS KONSTANTINOS	MEMBER	8	2,000	750	0	2,750
ANGELOPOULOS KONSTANTINOS	MEMBER	5	2,000	0	0	2,000
PALIGIANNIS DIMOSTHENIS	MEMBER	7	1,600	750	0	2,350
Total			27,600	3,750	39,875	71,225

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 01.01.2020 - 31.12.2020 (financial year 2020).

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

Required majority: -

[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 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 Executive management Team (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 2020 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.

ITEM 6th : Election of Ordinary and Alternate Certified Auditors for the audit of the Company's Financial Statements for the 5th Fiscal year (01.01.2021 - 31.12.2021) and the issuance of tax certificate while also the determination of their remuneration.

<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, 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 « Ernst & Young Greece SA» whose registered office is in Maroussi, Athens, to carry out the mandatory Ordinary audit of the Company's financial statements for the year 01/01 – 31/12/2021, 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. Vasileios Kaminaris (Reg. No SOEL 20411) and TIN: 075038684 and Konstantinos Tsekas (Reg. No SOEL 19421) TIN: 054695892 as Ordinary Auditors and Vasilios Kaplanis (Reg. No SOEL 19321) TIN: 055923608 and Andreas Chatzidamianou (Reg. No SOEL 61391) TIN: 106856105 as Alternate Auditors.

(c) The remuneration of the above auditing company amounts to, according to its relevant offer to the Company: i) seventeen thousands euros (17,000 Euros), plus VAT, for the statutory audit and ii) five thousands euros (5,000 Euros), plus VAT, for the tax certificate.

It is noted that for the 4rd Fiscal year (01/01- 31/12/2020) the amounts of remuneration received by the same above auditing company "SOL SA" or "SOL CROWE" amounted to 16,500 euros, plus VAT for the Ordinary audit of the Company's financial statements and to the amount of 4,0000 euros, plus VAT for the issuance of the relevant tax certificate.

ITEM 7th : Submission of the Annual Report of the Activities of the Audit Committee by the Chairman of the Audit Committee, to the Shareholders for the Corporate Fiscal Year 2020 (01.01.2020 to 31.12.2020), in accordance with article 44 of Law 4449/2017.

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

The Board of Directors brings to the attention of the Shareholders the Annual Report of Activities of the Audit Committee of the fiscal year 2020 (01.01.2020 to 31.12.2020), which is submitted by the Chairman of the Audit Committee to the Ordinary General Meeting, according to article 44 par. 1 (i) of Law 4449/2017 as amended and in force by article 74 par. 4 of Law 4706/2020.

ITEM 8th: Granting permission to the members of the Board of Directors pursuant to article 98 of Law 4548/2018 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 permission, 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 permission is a common practice in company groups.

ITEM 9th : Amendments and codification of the Articles of Association of the Company for compliance with the Law 4706/2020

<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 proposes to the General Meeting the approval of the amendment and codification of the Company's statutes in order to harmonize with the provisions of Law 4706/2020, concerning the "Corporate Governance of public companies (ie societate anonyms), modern capital market, incorporation into Greek Law of Directive (EU) 2017/828 of the European Parliament and of Council, measures to implement Regulation (EU) 2017/1131 and other provisions" which includes mandatory provisions for listed companies.

ITEM 10th : Submission and Approval of the Suitability Policy for the BoD members of ADMIE Holding SA, pursuant to par. 3, Article 3 of Law 4706/2020

<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 will submit and propose to the Annual Ordinary General Meeting of Shareholders the approval of the Political Suitability of the Members of the Board of Directors of the Company, which (policy) has been prepared in accordance with article 3, par. 3 of Law 4706/2020 and the guidelines of the Hellenic Capital Market Commission, as described in particular in its 60/18-9-2020 decision.

ITEM 11th: Announcements

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