

DRAFT RESOLUTIONS
On the Items of the Agenda
Of the 5th Ordinary General Meeting of the Company's Shareholders
under the name
«SOCIETE ANONYME ADMIE HOLDING S.A.»
(The "Company")
of 6th July of 2022
(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 5th Fiscal year (01.01.2021 - 31.12.2021) 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.**

<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 shareholders the approval of the Company's Annual Financial Statements for the 5th Fiscal year 01.01.2021 - 31.12.2021 which were drawn up in compliance with the International Financial Reporting Standards (IFRS) and approved by the Board of Directors during the meeting of 15th April 2022.

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 2021 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://bitly.ws/sg6c>

ITEM 2nd: **Approval of the overall management of the Board of Directors for the 5th Fiscal year (01.01.2021 - 31.12.2021) 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 01.01.2021 – 31.12.2021 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 31.12.2021 and the discharge of the auditing company from all liability for compensation for the fiscal year of 2021, , in accordance with the section c of paragraph 1 of the article 117 of Law 4548/2018.

ITEM 3rd: **Approval of the distribution of results of the 5^h Fiscal year (01.01.2021 - 31.12.2021) 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 2021, the Company distributed the maximum amount allowed as interim dividend, which amounted to 0.085 euros per share or 19,812,800 euros and it was the final dividend.

It is clarified that the Board of Directors at its meeting no. 75/15-4-2021 announced the distribution of an interim dividend for the fiscal year 2022, which will amount to an estimated 0.068 euros per share or 15,800,000 euros.

Furthermore, it is proposed:

- (a) as the cut-off date for the fiscal year dividend 2021: the 29th of August 2022, Monday [the above date is set after the 19th of August 2022, 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 2021 (record date) will be determined: the 30th of August 2022, Tuesday and
- (c) as the date of dividend payment for the fiscal year 2021: the 5th of September 2022, Monday.

Finally, it is proposed that the Ordinary General Meeting of Shareholders ratifies the relevant decisions of the Board of Directors and provides the necessary authorizations for the appropriate and timely implementation and completion of the decision for the distribution (payment) of 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 5th fiscal year (01.01.2021 - 31.12.2021) and their pre-approval for the fiscal year 2022 (01.01.2022 to 31.12.2022)

<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 the approval of the remuneration and compensations paid-up to the members of the Board of Directors during the fiscal year 2021, for their participation in the Board of Directors and in its Committees, which amounted to a total of 170,512.00 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 2021, 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 (amounts in euro):

Name	PROPERTY	NUMBER OF EXPENDITURE	FEES			TOTAL
			Meeting Fees of BoD	Meeting Fees of Audit Committee	Position Fees	
AGIAKLOGLOU CHRISTOS	CHAIRMAN OF THE BoD EXECUTIVE MEMBER	0			9,500	9,500
ILIOPOULOS PANAGIOTIS	VICE-CHAIRMAN OF THE BoD NON - EXECUTIVE MEMBER	11	4,400		30,000	34,400
MIKAS VASILIOS	INDEPENDENT NON-EXECUTIVE MEMBER	23	4,900	3,000		7,900
DRIVAS KONSTANTINOS	INDEPENDENT NON-EXECUTIVE MEMBER	22	4,900	2,750		7,650
ANGELOPOULOS KONSTANTINOS	INDEPENDENT NON-EXECUTIVE MEMBER	11	4,400			4,400
PALIGIANNIS DIMOSTHENIS	INDEPENDENT NON-EXECUTIVE MEMBER	3	1,300	250		1,550
VACHTSIAVANOS DIAMANTIS	CHAIRMAN OF THE BoD EXECUTIVE MEMBER	10	4,000		47,500	51,500
KARAMELAS IOANNIS	CHIEF EXECUTIVE OFFICER EXECUTIVE MEMBER	9	4,512		42,750	47,262
ZENAKOU ELENI	INDEPENDENT NON-EXECUTIVE MEMBER	20	3,600	2,750		6,350
Total			32,012	8,750	129,750	170,512

ITEM 5th: Submission for discussion and advisory voting by the General Meeting, according to article 112 of law 4548/2018, of the Remuneration Report for the fiscal year 01.01.2021 - 31.12.2021.

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 fiscal year 2021 for discussion and advisory voting. The report was submitted for discussion and voting to the shareholders and is available on the Company's website <http://bitly.ws/sg8i>

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, according to which (policy) 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 fiscal year 2021 and includes the information required by article 112 of law 4548/2018 and it is available on the Company's website <http://bitly.ws/sg8u>

ITEM 6th : **Election of Regular and Alternate Certified Auditors for the audit of the Financial Statements of the Company for the fiscal year 2022 (01.01.2022 to 31.12.2022) and for the issuance of the annual tax certificate and determination of their remuneration, according to article 42 of N. 4449/2017.**

<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, Attica, to carry out the mandatory Ordinary audit

of the Company's financial statements for the fiscal year 01/01 – 31/12/2022, to review the interim financial statements and to issue the annual tax compliance certificate [article 45A 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 Konstantinos Tsekas, son of Sokratis, (SOEL R.N. 19421) and Andreas Hadjidamianou, son of Georgios, (SOEL R.N. 61391) as Ordinary Auditors and Nikolaos Ntiptsis, son of Konstantinos, (SOEL R.N. 27341) and Vasilios Kaplanis, son of Panagiotis, (SOEL R.N. 19321) as Alternate Auditors.

(c) The remuneration of the above auditing company amounts to, according to its relevant offer to the Company: twenty-six thousand seven hundred euros (26,700 Euros), plus VAT, which includes the Audit of the Annual Financial Statements, the Review of the Interim Financial Statements, the ESEF Assurance Report and the Annual Tax Compliance Report.

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 2021 (01.01.2021 to 31.12.2021), according to the article 44 of Law 4449/2017, as amended and in force by article 74 par. 4 of Law 4706/2020.

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

The Board of Directors brings to the attention of the Shareholders the Annual Report of Activities of the Audit Committee of the fiscal year 01.01.2021 to 31.12.2021, 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 <http://bitly.ws/sg8T>

ITEM 8th: Approval for the purchase of own shares program, according to the articles 49 and 50 of L. 4548/2018 as in force and the provision of relevant authorizations.

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

Required majority: *50% + 1 of the votes represented*

The Board of Directors informs the General Meeting that according to decision of 12/07/2018 of the Annual Ordinary Meeting of Company's Shareholders had been granted to the Board of Directors the possibility, in accordance with the provisions of the current Article 16 under the law 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 purchases would be considered more profitable than other offered investment opportunities and if its available funds would allow it, with a maximum purchase price of 10 euros per share and a minimum purchase price of 1 euro.

Subsequently, and given that the above granted possibility expired on 12/07/2020, the Board of Directors, received further approval by the decision of the Annual General Meeting of the Company's shareholders dated 16/7/2020 in accordance with the provisions of articles 49 and 50 of Law 4548/2018, in deadline of 24 months, i.e. from 17/07/2020 to 16/7/2022, to proceed directly or indirectly to purchases of own shares on the same terms and conditions.

Given that the above-mentioned granted possibility expires on 16/07/2022, the Board of Directors, taking into account the current financial circumstances, recommends to the General Meeting the re-approval of the purchase of own shares by the Company, in accordance with the provisions of the articles 49 and 50 of Law 4548/2018, as applicable.

Particularly, the Board of Directors proposes as the Company be entitled , within 24 months, i.e. from 07/07/2022 to 16/07/2024, 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 purchases would be considered more profitable than other offered investment opportunities and if its available funds allow it. The Board of Directors proposes that the maximum purchase price of the Company's own shares should be 10 euro per share and that the minimum purchase price should be 1 euro per share.

Finally, it is proposed that the General Meeting authorizes the Board of Directors to determine at its judgement any other details and to take all necessary actions for the implementation of this, including the possibility of further assignment of part or all of these powers.

ITEM 9th : Submission of the Report of the Independent Non-Executive Members of the Board of Directors, according to the article 9 par. 5 of L. 4706/2020.

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

The Report of the Independent Non-Executive Members of the Board of Directors is brought to the attention of the Shareholders, according to article 9 par. 5 of Law 4706/ 2020.

It is noted that the Shareholders are not invited to vote on the Report of the Independent Non-Executive Members of the Board of Directors, which is considered only for information purposes, according to the obligations of the Independent Non-Executive Members of the Board of Directors <http://bitly.ws/sg9p>

ITEM 10th : Granting permission in accordance with article 98 of Law 4548/2018 to the members of the Board of Directors and the executives of its Directorates for their participation in Boards of Directors and / or in the Management of other companies as well as affiliated companies within the meaning of article 32 of Law 4308/2014.

<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 Annual Ordinary General Meeting of Shareholders the granting permission, in accordance with article 98 of Law 4548/2018, to the members of the Board of Directors and the executives of its Directorates for their participation in Boards of Directors and / or in the Management of other companies as well

as affiliated companies (within the meaning of article 32 of Law 4308/2014), in order to coordinate the operations at Group level. The granting of relevant permission is common practice in groups of companies.

ITEM 11th: Announcements

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