

DRAFT RESOLUTIONS
On the Items of the Agenda
Of the 6th Ordinary General Meeting of the Company's Shareholders
under the name
«SOCIETE ANONYME ADMIE HOLDING S.A.»
(The "Company")
of 25th July of 2023
(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 6th Fiscal year (01.01.2022 - 31.12.2022) 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 6th Fiscal year 01.01.2022 - 31.12.2022 which were drawn up in compliance with the International Financial Reporting Standards (IFRS) and approved by the Board of Directors during the meeting of 12th April 2023.

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 2022 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/L3Gh>

ITEM 2nd: **Approval of the overall management of the Board of Directors for the 6th Fiscal year (01.01.2022 - 31.12.2022) 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 01.01.2022 – 31.12.2022 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 31.12.2022 and the discharge of the auditing company from all liability for compensation for the fiscal year of 2022, 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 6th Fiscal year (01.01.2022 - 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>

In 2022, the Company distributed the maximum amount allowed as interim dividend, which amounted to 0.068 euros per share or 15,800,007 euros and it was the final dividend.

It is clarified that the Board of Directors at its meeting no. 88/12-4-2023 announced the distribution of an interim dividend for the fiscal year 2023, which will amount to an estimated 0.058 euros per share or 13,500,000 euros.

ITEM 4th : Approval of the remuneration and compensations of the members of the Board of Directors for the 6th fiscal year (01.01.2022 - 31.12.2022) and their pre-approval for the fiscal year 2023 (01.01.2023 to 31.12.2023)

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 2022, for their participation in the Board of Directors and in its Committees, which amounted to a total of 188,448.00 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 executives" 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 2022, 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	Benefits in Kind No.13 L.4172/2013	
VACHTSIAVANOS DIAMANTIS	CHAIRMAN OF THE BoD EXECUTIVE MEMBER	11	4,400		57,000		61,400
KARAMELAS IOANNIS	CHIEF EXECUTIVE OFFICER EXECUTIVE MEMBER	11	4,400		57,000	3,898	65,298
ILIOPOULOS PANAGIOTIS	VICE-CHAIRMAN OF THE BoD NON - EXECUTIVE MEMBER	11	4,400		30,000		34,400
MIKAS VASILIOS	INDEPENDENT NON-EXECUTIVE MEMBER	24	4,400	3,250			7,650
DRIVAS KONSTANTINOS	INDEPENDENT NON-EXECUTIVE MEMBER	24	4,400	3,250			7,650
ANGELOPOULOS KONSTANTINOS	INDEPENDENT NON-EXECUTIVE MEMBER	11	4,400				4,400
ZENAKOU ELENI	INDEPENDENT NON-EXECUTIVE MEMBER	24	4,400	3,250			7,650
		Total	30,800	9,750	144,000	3,898	188,448

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 01.01.2022 - 31.12.2022.

<i>Required Quorum:</i>	<i>1/5 (20%) of the paid-up share capital</i>
<i>Required majority:</i>	<i>-</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 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 2022 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/Lb4L>

The Company has established a Policy for Remuneration and benefits for members of the Board of Directors and Senior executives 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 2022 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 2023 (01.01.2023 to 31.12.2023) 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 «**ASSOCIATED CERTIFIED PUBLIC ACCOUNTANTS S.A.**» with distinctive name "**Crowe**", whose registered office is in 3, Fokionos Negri Str., Athens, to carry out the mandatory, pursuant to the Law, Ordinary audit of the Company's Financial Statements for the fiscal year 2023, to review the Financial Statements for the period ending June 30th, 2023, the examination of its digital files, which are prepared in accordance with the European Single Electronic Format (ESEF), as well as the issuance of the Annual Tax Certificate of the same year [article 65A of L. 4174/2013 as it was amended by article 37 of L. 4646/2019 and as in force].

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

Of **Athena Katsimicha, daughter of Aggelis**, 3, Fokionos Negri Str., Athens, id number, Vat number, and SOEL R.N. 33101 and

Athena Keramitzi, daughter of Epaminondas, 3, Fokionos Negri Str., Athens, id number, Vat number, and SOEL R.N. 29421 **as Ordinary Auditors** and

Of **Eva Aggelidi, daughter of Evangelos**, 3, Fokionos Negri Str., Athens, id number, Vat number, and SOEL R.N. 15331 and

Despoina Chalepa, daughter of Konstantinos, 3, Fokionos Negri Str., Athens, id number, Vat number, and SOEL R.N. 24341 **as Alternate Auditors**.

(c) The remuneration of the above auditing company amounts to, according to its relevant offer to the Company: twenty-six thousand euros (26,000 Euros), plus VAT, which includes the Audit of the Annual Financial Statements, the Review of the Interim Financial Statements, the examination of its digital files, which are prepared in accordance with the European Single Electronic Format (ESEF), the ESEF Assurance Report and the issuance of the Annual 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 2022 (01.01.2022 to 31.12.2022), 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>	<i>-</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 01.01.2022 to 31.12.2022, 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/LI85>

ITEM 8th: **Submission for approval of the amended Articles of Association of the Company.**

<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 adoption by the General Meeting of the amendment and codification of the Company's Article of Association due to the updating of the Company's regulations and policies and to harmonize with them. <http://bitly.ws/LNre>

ITEM 9th : Submission for approval of the amended Fit and Proper Policy of the BoD Members of the Company.

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 Annual Ordinary General Meeting of Shareholders the adoption by the General Meeting of the amendment of the Fit and Proper Policy of the Board of Directors Members, to the comprehensive coverage of the Company's needs and for the adoption of guidelines that may lead to its effective operation.
<http://bitly.ws/LHV9>

ITEM 10th : Submission for approval of the Remuneration Policy of the Company, in accordance with article 110 par. 2 of L. 4548/2018, with retroactive effect for managers from 31.08.2022.

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

Given the expiration of the existing remuneration policy on 4/7/2023, the Board of Directors proposes to the General Meeting the adoption by the General Meeting of the Company's Remuneration Policy, with a duration of four (4) years from its approval by the General Meeting and with retroactive effect for the Executives from 31.08.2022, in accordance with what is stated of the Board of Directors of the Company number 79/31-8-2023 and the amendment referred to therein.

ITEM 11th: Submission of the Report of the Independent Non-Executive Members of the Board of Directors, according to article 9 par. 5 of L. 4706/2020.

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

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/LHUe>

ITEM 12th : **Granting permission, in accordance with article 98 of L. 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 9 of 9 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 13th: **Announcements**

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