

**DRAFT RESOLUTIONS**  
**On the Items of the Agenda**  
**Of the 6<sup>th</sup> Extraordinary General Meeting of the Company's Shareholders**  
**under the name**  
**«SOCIETE ANONYME ADMIE HOLDING S.A.»**  
**(The "Company")**  
**of 20<sup>th</sup> December of 2023**  
(Article 123 § 4 L. 4548/2018)  
G.E.MI.: 141287501000

**ITEM 1<sup>st</sup>: Election of a new Board of Directors with a three-year (3-year) term and appointment of independent non-executive members according to article 5§2 of Law 4706/2020**

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<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>

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Under Article 11 of the Company's Articles of Association, the Board of Directors consists of five (5) to seven (7) members, the General Meeting of Shareholders is called to elect a new Board of Directors with a three - year term of office.

On 25.11.2023, when the Main Shareholder, DES IPTO SA, notified the Board of Directors of the Company of its intention to convene an Extraordinary General Meeting for the election of a new Board of Directors, the list of candidate Members proposed by the Main Shareholder was also announced, accompanied by their CVs, which are the following:

- 1) Georgia - Christina Giovani, BSc, MBA
- 2) Niki Achtypi, Lawyer
- 3) Ioannis Karampelas, Economist
- 4) Konstantinos Angelopoulos, Mechanical Engineer
- 5) Vasilios Mikas, Chemical Engineer
- 6) Konstantinos Drivas, Informatics scientist
- 7) Eleni Zenakou, Economist

The above candidates were evaluated by the Remuneration and Nominations Committee of the Company, in accordance with the provisions of the regulatory framework of Law 4706/2020, the Articles of Association of the Company, the Suitability Policy of the Members of its Board of Directors, the Committee submitted its proposal to the BoD at the meeting of 29<sup>th</sup> 11/2023.

Specifically, the Remuneration and Nominations Committee taking into account: a) the CVs of the Board members, b) the supporting documents/documents submitted by the candidates c) the evaluation of the current Board of Directors, the data included in the Corporate Governance Statement for the year 2022, as part of the Consolidated Annual Financial Report of the Company for the fiscal year 2022 (in particular on the participation of the members proposed for re-election in both the Board of Directors and the committees), d) the skills, experience, knowledge and qualifications of the Boardmembers, and the other professional commitments of the proposed candidate members of the Board of Directors, found that:

- A) Each of the members of the Board of Directors proposed for election meets the eligibility criteria provided for in the Suitability Policy regarding the members of the Company's Board of Directors. Specifically, **each person is individually fit to participate in the Board of Directors**, namely: i) has sufficient knowledge, skills and experience to carry out their duties in view of their role, position and responsibilities; ii) has good reputation, honesty, integrity and meets character requirements; iii) demonstrates independence of judgment; iv) there is no fact that could lead to a conflict of interest in the performance of their duties; and (v) considers that they have sufficient time to carry out their duties in the Company.
- B) According to the documents submitted by the proposed BoD members, **there are no impediments or incompatibilities on their person**, based on the provisions of Law 4706/2020.
- C) On the basis of the review that carried out, **there shall be the necessary number of proposed members, who fulfil the conditions of independence** as laid down in Article 9, par. 1 and 2 of Law 4706/2020. The proposed composition of the new Board of Directors of the Company fully meets the requirements of article 5 par. 2 of Law 4706/2020, regarding the number of independent non-executive members of the Board of Directors.
- D) According to the information provided, there is an independent member among the proposed members who meets the requirements for the Audit Committee (sufficient knowledge and accounting/auditing experience).

Furthermore, the Remuneration and Nominations Committee, collectively assessing the above persons, in terms of their knowledge, experience and individual characteristics, found that they are able to make appropriate decisions taking into account the business model, the risk appetite, the strategy and the markets in which the Company operates, in order to effectively monitor and challenge the decisions of the senior management. Candidate members are collectively fit for the exercise of the responsibilities of the Board

of Directors and are able to contribute to the effective management of the Company and the balanced decision-making. Finally, the proposed candidates cover as a whole a wide range of skills, in order to understand the areas for which the Board of Directors is collectively responsible and to exercise the actual management and supervision of the Company. Among other things, the candidate members sufficiently understand at least the Company's business, strategic planning, compliance with the legal framework and have the ability to identify and manage risks.

Finally, the Committee confirmed that adequate representation per gender is met at least twenty-five percent (25%) of all BoD members (based on Law 4706/2020 article 3 par. 1.b). Following the above and upon assessment carried out by the Board of Directors itself, the latter validates the relevant proposal of the Remuneration and Nominations Committee and proposes to the General Meeting:

A) the election of Messrs.:

- 1) Georgia - Christina Giovani, BSc, MBA
- 2) Niki Achtypi, Lawyer
- 3) Ioannis Karampelas, Economist
- 4) Konstantinos Angelopoulos, Mechanical Engineer
- 5) Vasilios Mikas, Chemical Engineer
- 6) Konstantinos Drivas, Informatics scientist
- 7) Eleni Zenakou, Economist

Therefore, the new Board of Directors shall consist of 7 members, 2 new members and 5 members of the current Board of Directors who shall be re-elected. The abovementioned proposed seven - member composition allows for the effective exercise of the responsibilities of the Board of Directors, reflects the size and activity of the Company and characterizes the diversity of knowledge, skills and experience that can contribute to the achievement of its business objectives.

The size of the Board of Directors is proportional to the needs of the Company and can meet the effective management of the Company, as it satisfies both the individual and collective suitability of the members of the Board of Directors, as defined in the Suitability Policy regarding the members of the Company's Board of Directors, as well as the conditions set out in Law 4706/2020, on the absence of impediments with respect to the Board members, the existence of a number of independent members and adequate representation by sex

and

B) the appointment of Mr. Konstantinos Angelopoulos, Konstantinos Drivas, Vasilios Mikas and Ms. Eleni Zenakou, as independent non - executive members of the Board of Directors, provided that the Remuneration and Nominations Committee has checked and the Board of Directors has confirmed the fulfilment of the conditions of independence with regard to themselves, in accordance with the provisions of Article 9 of Law 4706/2020, i.e. they do not directly or indirectly hold a percentage of voting rights greater than zero point five percent (0.5%) of the Company's share capital and are free from financial, business, family or other dependency relationships, which may influence their decisions and their independent and objective judgment.

The CVs of the proposed members for election are attached hereto and are posted on the Company's website <https://admieholding.gr/en/general-meetings/> .

The Extraordinary General Meeting after a legal vote, with \_\_\_\_\_ votes, i.e. 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 Meeting designates as independent non-executive members their a)... .. b) ..... .c)... ..and d) ..... ..since they meet the criteria of article 9 par. 1 and 2 of L. 4706/2020.

Shareholders representing \_\_\_\_\_ votes vote against.

Shareholders representing \_\_\_\_\_ votes abstain from voting.

**ITEM 2<sup>nd</sup>: Determination of the type of Audit Committee of the Company, the term of office, the number and the properties of its members, according to article 44 of Law 4449/2017, as amended and in force.**

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

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

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Currently, there is Audit Committee operating in the Company, which is a committee of the Board of Directors, according to the Internal Regulation Chapter of the Company.

The Board of Directors has already proposed to the General Meeting, based on the minutes of its meeting 99/29-11-2023, the determination of the type of the Audit Committee, its term, the number and the qualities of its members, in accordance with article 44 of Law 4449/2017, as amended and in force.

The BoD recommends to the General Meeting that:

- a) The Audit Committee to be a committee of the Board of Directors, which consists of three non-executive members of the Board of Directors, the majority of them are independent, within the meaning of the provisions of article 9 of L. 4706/2020 (i.e. two of the three members), and the term of Committee will coincide with the term of the BoD, i.e. will be three years.
- b) the Board of Directors itself will appoint from among its members the members of the Audit Committee, in accordance with the above and the provisions of article 44 of Law 4449/2017, as in force, taking into account the recommendation of the Remuneration and Nominations Committee, based on an assessment of suitability and completeness of criteria.
- c) then the Audit Committee will proceed to a meeting for its formation and the appointment of its Chairman, who should be an independent non-executive member of its members.

The Extraordinary General Meeting after a legal vote, with \_\_\_\_\_ votes, i.e. with a majority of \_\_\_\_\_ of the shares present and legally represented, provides that the Audit Committee of the Company will be a Committee of the Board of Directors, in accordance with the Company's Internal Regulation Chapter, will consist of three non-executive members of the Board of Directors, the majority of them will be independent, within the meaning of the provisions of article 9 of L. 4706/2020 (i.e. two of the three members) and its term of office will coincide with the term of office of the Board of Directors, i.e. will be three years.

Shareholders representing \_\_\_\_\_ votes vote against.

Shareholders representing \_\_\_\_\_ votes abstain from voting.

**ITEM 3<sup>rd</sup>:      Announcements**