

DRAFT OF PROPOSED RESOLUTIONS
On the Items of the Agenda
of the 7th Ordinary General Meeting of the shareholders
of the Societe Anonyme
under the name
“SOCIETE ANONYME ADMIE HOLDING”
(The «Company»)
of 3rd July 2024
(Article 123 § 4 I.4548/2018)
G.E.M.I. No.: 141287501000

ITEM 1st: Submission and approval of the Annual Financial Statements of the Company for the 7th Fiscal Year (01.01.2023 to 31.12.2023) as well as the relevant Reports and Statements of the Board of Directors and the Certified Auditors, as well as the Statement of Corporate Governance according to the article 152 of the I. 4548/2018.

<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>

On the first item of the agenda, the Chairman of the General Meeting read and presented the Annual Financial Statements for the 7th Fiscal Year 2023 (1/1/2023 - 31/12/2023), which were prepared in accordance with International Financial Reporting Standards (IFRS), as approved by the Board of Directors of the Company at its meeting of 16. 04.2024 and legally posted on the Company's website (<https://admieholding.gr/el/oikonomikes-katastaseis/>), as well as on the website of the Athens Stock Exchange, and their publication in the General Commercial Register (G.E.M.I.) will be made in accordance with Articles 149 and 13 of Law No. 4548/2018. The aforementioned Statements incorporate (a) the Annual Financial Report of the Board of Directors on the Annual Financial Statements as of December 31, 2023, in accordance with article 4 of Law no. 3556/2007, as amended, which includes the Annual Report of the Board of Directors and the Corporate Governance Statement and (b) the Audit Report of the Audit Company,

Concluding the presentation of the Annual Corporate and Consolidated Financial Statements for the fiscal year 2023 (1/1/2023 - 31/12/2023) and the relevant Reports of the Board of Directors and the certified auditors, as well as the Corporate Governance Statement, the Chairman proposes to the General Meeting of Shareholders the approval of the above Financial Statements and Reports.

Following a legal vote, the Ordinary General Meeting approves, with [●] votes, corresponding to [●] % of the paid-up share capital of the Company after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting[†]], the Annual Corporate and Consolidated Financial Statements for the fiscal year 2023, together with the Reports of the Board of Directors and the statutory auditors, as well as the Corporate Governance Statement.

ITEM 2nd : Approval of the overall management of the members of the Board of Directors of the Company for the 7th Fiscal Year (01.01.2023 to 31.12.2023) according to the article 108 of the L. 4548/2018, as effective, and release of the Certified Auditors of the Company, in accordance with subsection (c) of paragraph 1 of article 117 of law 4548/2018 for the Fiscal Year 2023, as well as approval for the activities of the Fiscal Year 01.01.2023 – 31.12.2023 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>

On the second item of the agenda, the Chairman of the General Meeting called upon the Ordinary General Meeting to approve the overall management of the Company by each member of the Board of Directors individually, in his or her respective capacity, and by all members of the Board of Directors collectively, in accordance with article 108 of Law No. 4548/2018 as in force, for the activities of the fiscal year ended 31.12.2023 and to exempt the Company's certified auditors – accountants from any liability for compensation for the activities of the fiscal year 2023, pursuant to subsection (c) of paragraph 1 of article 117 of Law No. 4548/2018.

Following a legal vote, the Ordinary General Meeting approves, with [●] votes, corresponding to [●] % of the paid-up share capital of the Company after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting*] the overall management of the Company by each member of the Board of Directors individually, in his/her respective capacity, but also by all members of the Board of Directors collectively, in accordance with Article 108 of Law No. 4548/2018 as in force, for the activities of the fiscal year ended 31.12.2023 and the exemption of the Company's certified auditors – accountants

* If applicable.

* If applicable.

from any liability for compensation for the activities of the fiscal year 2023, pursuant to subsection (c) of paragraph 1 of article 117 of the Law. 4548/2018.

ITEM 3rd : Approval of disposal (distribution) of results of the 7th Fiscal Year (01.01.2023 to 31.12.2023).

<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>

On the third item of the agenda, the Chairman of the General Meeting, on behalf of the Board of Directors, informed the shareholders that the Company follows a stable dividend distribution policy in synchronization with the dividend distribution of the associated company ADMIE S.A.

Specifically, the dividends received by the Company from the associated company, which constitute income of the Company's current fiscal year, are distributed within the current fiscal year as temporary dividends up to the amount of the results of the last closed fiscal year, in accordance with the provisions of Article 162 of Law No. 4548/2018.

Any balance of profits to be distributed in the closed fiscal year shall be distributed by resolution of the General Meeting of Shareholders in accordance with the provisions of Law no. 4548/2018.

In this regard, the Company has already distributed interim dividends of EUR 0.058 per share, i.e., a total amount of EUR 13,500,000, by resolution of the Board of Directors of the Company dated 04.08.2023. This amount constitutes the final amount of the dividends to be distributed for the fiscal year 1.1.2023 - 31.12.2023.

Following the decision of the Ordinary General Meeting of the shareholders of the associated company ADMIE S.A. of 07.06.2024, which approved the distribution of the results of the fiscal year 1.1.2023 - 31.12.2023, the Board of Directors will propose the distribution of the maximum amount allowed to be received as dividend from ADMIE S.A. during the fiscal year 2024 as a temporary dividend (interim dividend).

Following a legal vote, the Ordinary General Meeting resolves, with [●] votes, corresponding to [●] % of the paid-up share capital of the Company after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting*], to approve all of the above.

* If applicable.

ITEM 4th: Submission for approval of the reviewed Remuneration Policy of the Company according to the article 110 par. 2 of the I. 4548/2018.

<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>

On the fourth item of the agenda, the Chairman of the General Meeting refers to the recommendation of the Company's Remuneration and Nomination Committee (no. 114.1) dated 06.06.2024 for the revision of the Company's current Remuneration Policy, which was drawn up in the context of the meeting of its members held on 12/06.06.2024. The aforesaid recommendation was unanimously accepted by the Board of Directors of the Company at its meeting held on 10.06.2024 (no. 114) and subsequently, the Board of Directors' Report was compiled by the latter in accordance with para. 2 of article 111 of the Law. 4548/2018, in which all the proposed changes to the Remuneration Policy are described and explained. The relevant explanatory Report of the Board of Directors, as well as the proposed revised text of the Company's Remuneration Policy, were posted and are available on the Company's website, <https://admieholding.gr/el/genikes-synelefsseis-metochon/>

The Remuneration Policy under revision, in accordance with the resolution of the Board of Directors of the Company dated 10.06.2024 (No. 114), is proposed to have retroactive application from 01.01.2024 for those persons in their capacity as Members of the Board of Directors and its Committees.

The Chairman reminded the General Meeting that the current Remuneration Policy of the Company was drawn up pursuant to Articles 110 and 111 of Law 4548/2018 and the provisions of Law 4706/2020 on corporate governance and "establishes the basic principles and rules regarding the remuneration of executive and non-executive members of the Board of Directors, including the Chief Executive Officer (and his Deputy, if any)", and is applicable, in addition, to the Company's Directors as defined within the Remuneration Policy. The current Remuneration Policy was approved by the resolution of the Board of Directors of the Company dated 20/07/2023 and subsequently, by the resolution of the Annual General Meeting of the shareholders of the Company dated 25/07/2023 and became effective from the expiry of the previous Remuneration Policy, i.e. 04.07.2023, with a term up to 31.08.2026. Specifically for the remuneration of the Directors, the existing Remuneration Policy was determined to be effective retroactively from 31.08.2022.

Subsequently, the Chairman of the Annual General Meeting invited shareholders to vote on the revised draft Remuneration Policy.

Following a legal vote, the Ordinary General Meeting resolves by a vote of [●], representing [●] % of the paid-up share capital of the Company after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting*] to approve the revised text of the Company's Remuneration Policy, which will be retroactive from 01.01.2024 for those persons in their capacity as Members of the Board of Directors and Committees of these.

ITEM 5th: Approval of payment of fees and compensations to the members of the Board of Directors and the Committees for the 7th Fiscal Year (01.01.2023 to 31.12.2023) and pre-approval thereof for the Fiscal Year 2024 up until the Ordinary General Meeting of the year 2025.

<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>

On the fifth item of the agenda, the Chairman of the General Meeting invited the Shareholders to approve the remuneration of the members of the Board of Directors due to their status as members of the Committees of the Law. 4706/2020 and, in particular, called upon the General Meeting to approve the said remuneration, which totalled EUR 216,490.

It is clarified that these remunerations were granted in accordance with the "Remuneration and benefits policy for members of the Board of Directors and executives" established by the Company and approved by the Ordinary General Meeting of Shareholders, which expired on 04.07.2023 (4-year term), in conjunction with the "Remuneration policy" of the Company approved at the Ordinary General Meeting of 25 July 2023, with a term until 31.08.2026.

The amount of the fees and compensations paid in fiscal year 2023 to the members of the Board of Directors for their participation in the meetings of the Board of Directors and its committees, per member, are shown in the following table (amounts in euros):

* If applicable.

FULL NAME	CAPACITY	NUMBER OF ATTENDANCE	FEES				TOTAL
			Fees for BoD Meetings	Fees for Audit Committee Meetings	Fees through payroll	Benefits in Kind No. 13 N.4172/2013	
VACHTSIAVANOS DIAMANTIS	CHAIRMAN BOD/ EXECUTIVE MEMBER	14	5,600		52,250		57,850
GIOVANI GEORGIA - CHRISTINA	CHAIRMAN BOD/ EXECUTIVE MEMBER	1	400		1,809		2,209
ILIOPOULOS PANAGIOTIS	VICE CHAIRMAN BOD/NON- EXECUTIVE MEMBER	22	6,800	1,250	28,690		36,740
ACHTYPI NIKI	VICE CHAIRMAN BOD/NON- EXECUTIVE MEMBER	1	400		952		1,352
KARAMELAS IOANNIS	CHIEF EXECUTIVE OFFICER / EXECUTIVE MEMBER	19	7,600		57,000	5,839	70,439
ZENAKOU ELENI	INDEPENDENT NON- EXECUTIVE MEMBER	38	7,600	4,750			12,350
MIKAS VASILIOS	INDEPENDENT NON- EXECUTIVE MEMBER	44	7,600	6,000			13,600
DRIVAS KONSTANTINOS	INDEPENDENT NON- EXECUTIVE MEMBER	41	7,600	5,250			12,850
ANGELOPOULOS KONSTANTINOS	INDEPENDENT NON- EXECUTIVE MEMBER	26	7,600	1,500			9,100
Total			51,200	18,750	140,701	5,839	216,490

Furthermore, the Chairman of the Annual General Meeting invited the Shareholders to pre-approve the remuneration and compensation of the members of the Board of Directors and the Committees for the fiscal year 2024 (01.01.2024 to 31.12.2024) in accordance with the Company's Remuneration Policy pursuant to article 110 of Law No. 4548/2018, as amended pursuant to the aforementioned resolution of this Ordinary General Meeting (under item 4 above).

It is noted that the above remuneration, the pre-approval of which is proposed for the fiscal year 2024 until the Annual General Meeting of 2025, is in accordance with the Company's Remuneration Policy pursuant to article 110 of Law 4548/2018, as amended pursuant to the aforementioned resolution of this Ordinary General Meeting (under item 4 above) and relate to remuneration for services rendered by these persons in their capacity as Members of the Board of Directors and its Committees.

Following a legal vote, the Ordinary General Meeting, by a vote of [●], representing [●] % of the paid-up share capital of the Company after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting*] approves the remuneration of the

* If applicable.

members of the Board of Directors for the year 2023 and pre-approves the remuneration of the members of the Board of Directors and as members of the Committees under Art. 4706/2020 for the fiscal year 2024 and up to the Annual General Meeting of 2025, as stated above.

ITEM 6th: Submission for discussion and supply of consulting vote from the General Meeting, according to the article 112 of I. 4548/2018, on the Remuneration Report for the Fiscal Year 01.01.2023 – 31.12.2023.

<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>

[Note to shareholders: Pursuant to paragraph 3 of article 112 of Law No. 4548/2018, the shareholders' vote on the submitted remuneration report is advisory. The next remuneration report will explain how the result of the previous advisory vote was taken into account.]

On the sixth item on the agenda, the Chairman of the General Meeting referred to the decision of the Board of Directors of the Company dated 10.06.2024 to submit to this Ordinary General Meeting, for discussion and advisory vote, the Remuneration Report for the fiscal year 2023, which includes a comprehensive overview of the total remuneration received, within the fiscal year 2023, based on the approved Remuneration Policy of the Company, by the persons occupied by the latter, in accordance with the specific provisions of Article 112 of Law no. 4548/2018. The Remuneration Report submitted for discussion and voting was brought to the attention of the shareholders and is available on the Company's website <https://admieholding.gr/el/oikonomikes-katastaseis/>.

This Remuneration Report relates to the remuneration of the executive and non-executive members of the Board of Directors of the Company, as well as the Directors of the Company, as defined within the Remuneration Policy, granted in the year 2023 and includes the remuneration required by Article 112 of Law No. 4548/2018. The Remuneration Report was prepared based on the current Remuneration Policy of the Board of Directors, which was prepared in accordance with Articles 110 and 111 of Law No. 4548/2018 and the provisions of Law no. 4706/2020 on corporate governance.

The Remuneration Policy is available on the Company's website, <https://admieholding.gr/el/genikes-synelefsis-metochon/>

Subsequently, the Chairman of the General Meeting also referred to the Report of the Independent Certified Auditor-Accountant to the Board of Directors of the Company, which confirms that an audit of the completeness of the information contained in the

Remuneration Report has been carried out in accordance with article 112 par. 4 of the Law. 4548/2018 and which was prepared by the regular auditors-accountants of the Company, Messrs. Athina Katsimicha and Athina Keramitzi, who conducted a review of the Remuneration Report, in accordance with the International Standard on Assurance Engagements 3000 and confirm that nothing has come to their attention that would lead them to the conclusion that the Remuneration Report for the fiscal year ended 31 December 2023 for the Company does not include the information required by article 112 of Law 4548/2018.

Subsequently, the Chairman of the General Meeting invited the shareholders to decide, by providing their advisory vote, on the submitted Remuneration Report of the Company for the fiscal year 2023, in accordance with article 112 par. 3 of the law. 4548/2018.

Following a legal vote, the Ordinary General Meeting approves, with [●] votes, corresponding to [●] % of the paid-up share capital of the Company after voting rights, out of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting*] the submitted Remuneration Report of the Company for the year 2023, pursuant to article 112 of Law No. 4548/2018.

ITEM 7th: Election of Regular and Alternate Certified Auditors for the audit of the Financial Statements of the Company for the Fiscal Year 2024 (01.01.2024 to 31.12.2024) and for the issue of the annual tax certificate and determination of their fees, according to the article 42 of the I. 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>

On the seventh item of the agenda, the Chairman of the General Meeting, in accordance with the relevant recommendation of the Company's Audit Committee dated 06.06.2024, which was submitted in accordance with the provisions of paragraph 3, subparagraph f of article 44 of Law no. 4449/2017, as in force, refers to the relevant decision taken by the Board of Directors of the Company at its meeting of 10.06.2024 (number 114) regarding the proposal for the election of the audit firm "**ASSOCIATED CERTIFIED PUBLIC ACCOUNTANTS S.A.**" with the distinctive title "**SOL S.A.**" or "**SOL CROWE**", having its registered office at 3 Fokionos Negri Street, Athens, with the following address: A.M. SOEL: 125 for conducting the regular, statutory, audit of the Company's Financial Statements for the fiscal year 2024, the review of its Financial Statements for the period ending 30 June 2024, the examination of its digital records, which are prepared in accordance with the European Standard Electronic Format (ESEF), the issuance of an independent auditor's assurance report on the completeness of the information contained in the Remuneration

* If applicable.

Report in accordance with Article 112 of Law No. 4548/2018 for the fiscal year 2024, as well as the issuance of the Annual Tax Certificate for the same fiscal year.

Furthermore, the Chairman of the Ordinary General Meeting, following the aforementioned resolution of the Board of Directors of the Company, invites the Shareholders of the General Meeting to:

(a) The appointment of the as above auditing company

(b) The appointment of the following Certified Auditors (members of the as above Auditing Company) that is:

Athina Katsimicha of Aggelis, resident of Athens, at 3 Fokionos Negri street holder of the under-number Police ID Card, with T.I.N. and SOEL Reg. no.33101 and

Athina Keramitzi of Epaminonda, resident of Athens at 3 Fokionos Negri street, holder of the under-number Police ID Card, with T.I.N. and SOEL Reg. No. 29421, **as Ordinary Auditors**

and

Eva Aggelidi of Evangelos, resident of Athens at 3 Fokionos Negri street, holder of the under-number Police ID Card, with T.I.N. and SOEL Reg. No. 15331 and

Despina Chalepa of Konstantinos, resident of Athens at 3 Fokionos Negri street, holder of the under-number Police ID Card, with T.I.N. and SOEL Reg. No. 24341, **as Deputy Auditors**

(c) To fix the fee of the above audit firm in accordance with its relevant offer to the Company, in the amount of twenty seven thousand five hundred Euros (27,500 €) plus VAT, which includes the Audit of the Annual Financial Statements, the Review of the Interim Financial Statements, the examination of the digital files prepared in accordance with the European Standard Electronic Format (ESEF), the Assurance Report on the completeness of the information contained in the Remuneration Report and the issue of the Annual Tax Certificate.

On this matter, following the above mentioned on behalf of the Chairman of the General Meeting and in accordance with the relevant recommendation of the Company's Audit Committee, following a legal vote, the Ordinary General Meeting resolves by [●] votes, corresponding to [●] % of the paid-up share capital of the Company after voting rights,

out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting*]:

(a) the election of the aforementioned audit firm with the name “**ASSOCIATED CERTIFIED PUBLIC ACCOUNTANTS S.A.**” with distinctive title “**SOL.S.A.**” or “**SOL CROWE**”, with head office in Athens at 3 Fokionos Negri street, with SOEL Reg. No.: 125, to conduct the ordinary audit by Law of its Financial Statements for the fiscal use 2024, the review of the Financial Statements for the period ending on the 30th June 2024, the examination of its digital records, which are drafted in accordance to the European Single Electronic Format (ESEF), the grant of the assurance report of independent Certified Auditor on the completeness of the information included in the Remuneration Report according to the article 112 of the I. 4548/2018 for the fiscal year 2024, as well as the issue of the Annual Tax Certificate of the same fiscal year.

(b) the appointment of the following Certified Auditors (members of the as above Auditing Company) that is :

Athina Katsimicha of Aggelis, resident of Athens at 3 Fokionos Negri street, holder of the under-number Police ID Card, with T.I.N. and SOEL Reg. No. 33101 and

Athina Keramitzi of Epaminonda, resident of Athens at 3 Fokionos Negri street, holder of the under-number Police ID Card, with T.I.N. and SOEL Reg. No. 29421, **as Ordinary Auditors**

and

Eva Aggelidi of Evangelos, resident of Athens at 3 Fokionos Negri street, holder of the under-number Police ID Card, with T.I.N. and SOEL Reg. No. 15331 and

Despina Chalepa of Konstantinos, resident of Athens at 3 Fokionos Negri street, holder of the under-number Police ID Card, with T.I.N. and SOEL Reg. No. 24341, **as Deputy Auditors**

and

(c) the determination of the fee of the as above auditing company in the amount of twenty-seven thousand five hundred Euros (27,500 €) plus V.A.T., which includes the Audit of the Annual Financial Statements, the Review of the Interim Financial Statements, the examination of the digital records, which are drafted according to the European Single

* If applicable.

Electronic Format (ESEF), the "Assurance Report on the completeness of the information provided in the Remuneration Report and the issue of the Annual Tax Certificate.

ITEM 8th: Submission of the Report of the Audit Committee by the Chairman of the Audit Committee to the Shareholders, for the Fiscal Year 2023 (01.01.2023 to 31.12.2023), according to the article 44 of the I. 4449/2017, as effective.

[Note to shareholders: This matter is not being put to a vote, but is merely set out for the information of shareholders]

On the eighth item of the agenda, the Chairman of the General Meeting invites the Chairman of the Audit Committee of the Company, Mr. Charalampos Xydis, who attends it, to inform the General Meeting of shareholders about the activities of the Audit Committee during the fiscal year 2023 and to submit the Annual Report of the Audit Committee, in accordance with the provisions of Article 44 para. 1(i) of Law 4449/2017, as amended.

The relevant Annual Report of the Audit Committee for the fiscal year 2023 was issued together with the Company's annual financial report, forming a separate part of its contents and is available on the Company's website, <https://admieholding.gr/el/oikonomikes-katastaseis/>.

It is noted that shareholders are not invited to vote on the Annual Report of the Audit Committee, which is brought to their attention only for the purpose of information on the work of the Audit Committee during the fiscal year 01.01.2023 - 31.12.2023.

ITEM 9th: Submission of the Report of the Independent Non-Executive Members of the Board of Directors for the Fiscal Year 2023, according to the article 9 par. 5 of the I. 4706/2020.

[Note to shareholders: The present topic is not put to voting but it is simply given for information of the shareholders]

On the ninth item of the agenda, the Chairman of the General Meeting refers to the Report of the Independent Non-Executive Members of the Board of Directors to the Ordinary General Meeting of Shareholders, in accordance with Law. 4706/2020, art. 5 for the period covering the fiscal year 2023 and the period until the convening of the present General Meeting, i.e., from 01.01.2023 to 12.06.2024, which was submitted to the

shareholders in accordance with the provisions of article 9, paragraph 5, of art. 5 of the law. 4706/2020.

The relevant Report of the Independent Non-Executive Directors to this Annual General Meeting of Shareholders was brought to the attention of the shareholders and is available on the Company's website, <https://admieholding.gr/el/genikes-synelefseis-metochon/>.

This item was not put to a vote.

ITEM 10th: Announcement of election of an Independent Non-Executive Member of the Board of Directors in replacement of a resigned member, which occurred by the force of the dated from 16.05.2024 decision on the election of a member of the Board of Directors and reconstitution thereof and final assignment of the capacity of the independent non-executive member with term of office ending on the 19.12.2026.

<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>

On the tenth item of the agenda, the Chairman of the General Meeting, on behalf of the Board of Directors of the Company, announces to the General Meeting, in accordance with par. 1 of article 82 of Law No. 4548/2018 the following:

- On 24/04/2024, Ms. Eleni Zenakou submitted her resignation, effective from 25/04/2024, from her position as independent non-executive member of the Board of Directors of the Company, as well as from her position as Chairman of the Audit Committee of the Company, and her resignation from both of the aforementioned positions was submitted in her e-mail of 24/04/2024 to the Board of Directors for personal reasons.
- Following the aforementioned resignation, initially the Board of Directors unanimously decided, at its meeting of 26/04/2024 (no. 109), to continue, at this stage, the management and representation of the Company without replacing the aforementioned resigned member, in accordance with the provisions of Art. 1 of the Company's Articles of Association, as applicable, since in this case the number of remaining members of the Board of Directors after the resignation of Ms. Zenakos (i.e. six (6) members) exceeded the minimum number of five (5) members provided for by the Company's Articles of Association in the above provision, taking into account that the number of members, including the independent non-executive members, as well as the composition of the remaining members, were in compliance with the regulatory requirements of the Greek Corporate Law and the Greek regulatory framework on Corporate Governance. Consequently, the Board of

- Directors of the Company, at the same meeting of 26/04/2024 (no. 109), by unanimous decision, was reconstituted in a new 6-member composition, with a term of office expiring on 19/12/2026.
- Subsequently, the Board of Directors, at its meeting of 16/05/2024 (no. 110), considered that it became feasible and advisable to make use of the possibility provided by the Law in par. 1 of Article 82 of the Act. 4548/2018 which provides that *"In the event of resignation or death or in any other way loss of membership or members of the Board of Directors, **the Board of Directors may elect members of the Board of Directors to replace the members who have passed away.** Such election shall be permitted if the above members cannot be replaced by alternates elected by the general meeting or appointed by a shareholder or shareholders in accordance with Article 81. **Election by the Board of Directors shall be by decision of the remaining members, if there are at least three (3), and shall be valid for the remainder of the term of office of the member being replaced. The decision on the election shall be made public and announced by the board of directors at the next general meeting, which may replace the elected members even if no item has been included in the agenda.**"* Therefore, the Board of Directors, at its aforementioned meeting held on 16/05/2024 (no. 110), unanimously decided to elect a new temporary member to replace the aforementioned resigned member until the next General Meeting and for the remainder of his term of office, given the fact that no substitute members had been elected at the 6th Extraordinary General Meeting of Shareholders held on 20/12/2023, when the Board of Directors of the Company was elected. The Board of Directors, at the same aforesaid meeting, determined that the aforesaid resignation of Ms. Zenakos from her position as an independent non-executive director of the Board of Directors of the Company did not result in the number of the remaining independent non-executive directors (i.e. three (3)) falling short of the minimum number required by law, however, the replacement of the above resigned independent non-executive director was deemed appropriate and necessary for the operation of the Company's Board of Directors and its committees.
 - As part of the above process, the Remuneration and Nomination Committee of the Company, in accordance with the Law and its Operating Regulation, completed the process of seeking and evaluating a suitable candidate to replace the above resigned member and submitted its written recommendation to the Board of Directors, No. 110.1/14-05-2024, which related to the person of **Mr. Charalampos Xydis, son of Ioannis**. Following the aforementioned recommendation, the Board of Directors initiated the process of evaluating the suitability of the above new candidate independent non-executive member of the Board of Directors, taking into account the above recommendation of the Committee, the factors and criteria of individual and collective suitability established by the Company, as well as the criteria of independence provided for in par. 1 and 2 of Article 9 of Law No. 4706/2020 and, in particular, proceeded to verify the existence of these criteria in accordance with the Fit and Proper Policy adopted by the Company, the relevant procedure provided for in the Operating Regulations of the Remuneration and Nomination Committee and the Circular of the Hellenic Capital Market

Commission No. 60/18.9.2020, entitled "Guidelines for the Suitability Policy of article 3 of Law No. 4706/2020".

In particular, regarding the verification of the fulfilment of the criteria of individual and collective suitability of the candidate for election as an independent non-executive member of the Board of Directors of the Company in accordance with the Fit and Proper Policy adopted by the Company and the relevant regulatory provisions issued by the Securities and Exchange Commission, the Board of Directors, with the assistance of the Remuneration and Nominations Committee:

(a) collected and thoroughly studied the detailed curriculum vitae of the independent non-executive director candidate,

(b) ascertained the independence of judgement, the ability to devote the time necessary for the performance of his/her duties, the adequacy of knowledge (including sufficient knowledge in the Company's field of activity), skills and experience required to perform his/her duties; and

(c) collected from external sources (judicial, etc.) the affidavits and other documents, certificates, attestations, etc., as required by the Company's approved Fit and Proper Policy, where applicable, such as affidavits of a. conflict of interest, b. independence, c. fulfilment fit and proper policy criteria, as well as educational qualifications, in order to confirm the accuracy of the detailed curriculum vitae.

Further, in particular, as regards the fulfilment of the independence criteria of Article 9(1)(b), the applicant must be able to provide evidence of the existence of the criteria of independence and the existence of a sufficient number of other criteria. 1 and 2 of Law No. 4706/2020, the Board of Directors found that Mr. Charalampos Xydis, at the time of his appointment, did not (and still does not) directly or indirectly hold a percentage of voting rights exceeding zero point five percent (0.5%) of the Company's share capital and was (and still is) free from financial, business, family or other types of dependency relationships that may influence his decisions and his independent and objective judgment. In particular, the audit carried out and, in addition, the relevant solemn declaration submitted by Mr. Xydis revealed that, in addition to the criteria set out in paragraph 1. 1 of Article 9 of Law No. 4706/2020, as in force, neither the indicative criteria of dependency of paragraph 9 of Article 9, as amended, are met. 2 of Article 9 of Law No. 4706/2020, as in force, as he:

a) He does not receive any significant remuneration or benefit from the Company, or from a company affiliated with it, nor does he participate in a stock option scheme or any other performance-related remuneration or benefit scheme.

b) Neither he nor any person closely associated with him maintains or has maintained a business relationship in the three (3) fiscal years prior to his appointment with: (ba) the Company or (bb) a person affiliated with the Company; or (bb) a shareholder who directly or indirectly owns an interest equal to or greater than ten percent (10%) of the Company's share capital in the last three (3) fiscal years prior to his appointment, or a company affiliated with the Company, nor is a significant supplier or significant customer of the Company.

c) Neither he nor a person closely related to him: (ga) has served as a member of the Board of Directors of the Company or an affiliated company for more than nine (9) fiscal years cumulatively at the time of his/her election; (cb) has served as a director or maintained an employment, project or service relationship or a

relationship of paid mandate with the Company or an affiliated company during the period of the last three (3) fiscal years prior to his/her appointment, cc) is related by blood or marriage up to the second degree, or is the spouse or partner equivalent to a spouse, of a member of the Board of Directors or a senior executive officer or shareholder, with a shareholding equal to or exceeding ten percent (10%) of the share capital of the Company or an affiliated company; cd) has been appointed by a designated shareholder of the Company, in accordance with the Articles of Association, as provided for in Article 79 of Law No. 4548/2018; g) represents shareholders who directly or indirectly hold a percentage equal to or higher than five percent (5%) of the voting rights at the general meeting of shareholders of the Company during his term of office, without written instructions; f) has carried out a mandatory audit of the Company or a related company, either through a company, either by himself or by a relative of his up to the second degree by blood or marriage or by his spouse, during the last three (3) fiscal years prior to his appointment; cg) is an executive member of another company in whose Board of Directors an executive member of the Company participates as a non-executive member.

In particular, the Board of Directors examined and took into account, inter alia, the following for the purpose of determining whether the independence criteria of article 9 of Law no. 4706/2020 in the person of Mr. Xydis: a) the detailed curriculum vitae of the aforementioned person, which includes information on his present and previous activity, as well as his participation in positions of other legal entities, b) the information provided by the Chairman of the Company's Remuneration and Nomination Committee on the personal interview conducted in the context of his selection, c) the signed declaration of the aforementioned person, according to which he confirms that he meets the independence requirements of article 9 of Law No. 4706/2020; and d) the results of the survey conducted by the Remuneration and Nomination Committee, in order to certify that the above person does not hold voting rights exceeding zero point five percent (0.5%) of the Company's share capital and that he/she is free from financial, business, family or other types of dependency relationships that may affect his/her decisions and independent and objective judgment.

- In view of all the above, the Board of Directors of the Company, at its aforementioned meeting of 16/05/2024 (No. 110), resolved as follows:

(a) **elect, in accordance with paragraph 4 of article 9 of the Law. 4706/2020, Mr. Charalampos Xydis of Ioannis to replace the above resigned member of the Board of Directors until the expiration of his term of office, which it announces to the present Ordinary General Meeting**, pursuant to Article 82, paragraph 1 of the law. 4548/2018 as amended, which constitutes the next General Meeting of the Company's shareholders following the aforementioned election/replacement,

(b) **temporarily assign to him the status of independent non-executive member of the Board of Directors**, until the next, i.e. today's, Ordinary General Meeting of the Company's shareholders, which is called to decide on the final assignment of the status of independent non-executive member, for the period of

time after the present Ordinary General Meeting, until the expiration of the term of the resigned independent non-executive member of the Board of Directors, either to the above new member elected by the Board of Directors or to another existing member of the Board of Directors or to a new member of the Board of Directors that the General Meeting may elect for the above period until the expiration of the term of office of the resigned member, i.e. until 19/12/2026 and

(c) **be reconstituted to a body** with its current composition of seven members. It is noted that the above election has been submitted to the required publicity formalities (relevant notice G.E.M.I. 3292491/28.05.2024).

- It is noted that the representation of the Company remains unchanged, for which the minutes of the Board of Directors dated 17.01.2024 remain in force, as registered in the G.E.M.I. on 19.01.2024 with Registration Code 3990240.
- The detailed curriculum vitae of Mr. Xydis is posted on the Company's website <https://admieholding.gr/el/dioikitiko-symvoulio/>, pursuant to article 18 of Law no. 4706/2020.

In view of all the above and following the above announcement to the General Meeting of Shareholders, in accordance with the Law and the Company's Articles of Association, of the above election, the Chairman of the General Meeting invites the Shareholders to ratify the election of Mr. Charalampos Xydis as an independent non-executive member of the Board of Directors, in replacement of the resigned member, Ms. Eleni Zenakou, and to decide on the final assignment of the status of independent non-executive member to the above new member, for the period of time after the present Annual General Meeting until the expiration of the term of the resigned independent non-executive member of the Board of Directors, i.e. until 19.12.2026.

Following a legal vote, the Ordinary General Meeting resolves, with [●] votes, corresponding to [●] % of the paid-up share capital of the Company after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting*] as follows:

(a) ratify the election of Mr. Charalampos Xydis as an independent non-executive member of the Board of Directors of the Company in replacement of the above resigned member, Ms. Eleni Zenakou and

(b) definitively confer to Mr. Charalampos Xydis the status of independent non-executive member of the Board of Directors, for the subsequent period of time after the present Annual General Meeting, until the expiration of the term of office of the resigned independent non-executive member of the Board of Directors, i.e., until 19.12.2026.

* If applicable.

ITEM 11th: Grant of permit according to the article 98 of the L. 4548/2018 to the members of the Board of Directors and the executives of the Company Directorates, for their participation in the Board of Directors or/and the Management of other companies as well as affiliated companies in the sense of the article 32 of the L. 4308/2014.

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

Required Majority: 50% + 1 of the votes represented

On the eleventh item of the agenda, the Chairman of the General Meeting called upon the Ordinary General Meeting to grant permission in accordance with article 98 of Law No. 4548/2018, to the members of the Board of Directors of the Company and to the executives of the Company's Directorates, in order to participate in any capacity in the Boards of Directors and/or in the management of companies of affiliated companies (within the meaning of article 32 of Law 4308/2014), in order to coordinate the work on affiliated companies.

Following a legal vote, the Ordinary General Meeting resolves, with [●] votes, corresponding to [●] % of the paid-up share capital of the Company after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting*], to grant authorization as analysed, in accordance with article 98 par. 1 of Act No. 4548/2018, as in force, to the members of the Board of Directors of the Company and to the executives of the Company's Directorates, in order to participate in any capacity in the Boards of Directors and/or in the management of companies of affiliated companies (within the meaning of article 32 of Law 4308/2014), in order to coordinate the work on affiliated companies.

ITEM 12th: Other Announcements.

* If applicable.