

DRAFT PROPOSED RESOLUTIONS
On the Items of the Agenda
of the 8th Ordinary General Meeting of the shareholders of the Societe Anonyme
under the name
“ADMIE HOLDING SOCIETE ANONYME”
(the "Company")
of July 2, 2025
(article 123 § 4 of Law 4548/2018)
G.E.M.I.: 141287501000

ITEM 1: Submission and approval of the Company's Annual Financial Statements for the 8th Fiscal Year (01.01.2024 to 31.12.2024) 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 in accordance with article 152 of Law 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 Chair of the General Meeting reads and presents the Annual Financial Statements of the 8th Fiscal Year 2024 (01/01/2024 – 31/12/2024), which were prepared in accordance with the International Financial Reporting Standards (IFRS), as approved by the Company's Board of Directors at its meeting held on 28.04.2025 and duly 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 Registry (G.E.M.I.) will be carried out in accordance with Articles 149 and 13 of Law 4548/2018. The aforementioned Financial Statements include: (a) the Annual Financial Report of the Board of Directors on the Annual Financial Statements as of December 31, 2024, pursuant to Article 4 of Law 3556/2007, as in force, which comprises the Annual Report of the Board of Directors and the Statement of Corporate Governance; and (b) the Audit Report of the Audit Firm.

In closing the presentation of the Annual Corporate and Consolidated Financial Statements for the fiscal year 2024 (01/01/2024 – 31/12/2024), along with the relevant Reports of the Board of Directors and the Certified Auditors, as well as the Statement of Corporate Governance, the Chair proposes to the General Meeting of shareholders the approval of the aforementioned Financial Statements and Reports.

Following a lawful vote, the Ordinary General Meeting approves, with [●] votes, corresponding to [●]% of the Company's paid-up share capital with 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 2024, together with the Reports of the Board of Directors and the Certified Auditors, as well as the Statement of Corporate Governance.

ITEM 2: **Approval of the overall management by the members of the Company's Board of Directors for the 8th Fiscal Year (01.01.2024 to 31.12.2024), in accordance with Article 108 of Law 4548/2018, as in force, and discharge of the Company's Certified Auditors as per Article 117(1)(c) of Law 4548/2018 for the fiscal year 2024, as well as approval of the actions taken during the fiscal year 01.01.2024 - 31.12.2024 pursuant 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 on the agenda, the Chair of the General Meeting invited the Ordinary General Meeting to approve the overall management of the Company by each member of the Board of Directors individually, in their respective capacity, as well as by all members of the Board of Directors collectively, in accordance with Article 108 of Law 4548/2018, as in force, for the activities of the fiscal year ended on 31.12.2024, and to discharge the Company's certified auditors-accountants from any liability for compensation for the activities of the fiscal year 2024, in accordance with subparagraph (c), paragraph 1 of Article 117 of Law 4548/2018.

Following a lawful vote, the Ordinary General Meeting approves, with [●] votes, corresponding to [●]% of the Company's paid-up share capital with 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 their respective capacity, as well as by all members of the Board of Directors collectively, in accordance with Article 108 of Law 4548/2018, as in force, for the activities of the fiscal year ended on 31.12.2024, and the discharge of the Company's certified auditors from any liability for compensation for the activities of the fiscal year 2024, in accordance with subparagraph (c), paragraph 1 of Article 117 of Law 4548/2018.

* If applicable.
* If applicable.

ITEM 3: Approval of the disposal (distribution) of the results for the 8th Fiscal Year (01.01.2024 to 31.12.2024).

<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 on the agenda, the Chair of the General Meeting, on behalf of the Board of Directors, informed the shareholders that the Company follows a consistent dividend distribution policy aligned with the dividend distribution of the affiliated company IPTO S.A.

Specifically, the dividends received by the Company from the affiliated company, which constitute income of the current financial year, are distributed during the same fiscal year as interim dividends, up to the amount of the profits of the most recently closed fiscal year, in accordance with the provisions of Article 162 of Law 4548/2018.

Any remaining distributable profits of the closed fiscal year are distributed by resolution of the General Meeting, in accordance with the provisions of Law 4548/2018.

Distribution table

Dividend receipt from IPTO S.A.	30,067,136
Plus: Financial & other revenue of FY 2024	610,949
Less: expenses of FY 2024	(1,236,830)
Profits to be distributed	29,441,255
Less: Statutory Reserve (5%)	(1,472,063)
Profits to be distributed to shareholders	27,969,192
Less: Interim dividend distributed	13,500,000

In this case, the Company has already distributed interim dividends of €0.058 per share, i.e., a total amount of €13,500,000, pursuant to the resolution of the Board of Directors dated 12.07.2024. Based on the Company's financial results, a remaining dividend amount of €14,469,192 is available for distribution to the shareholders.

Following the resolution of the Ordinary General Meeting of the shareholders of the affiliated company IPTO S.A. dated 06.06.2025, which approved the appropriation of the results for the financial year 01.01.2024 – 31.12.2024, the Board of Directors of the Company, by resolution adopted at its meeting held on 10.06.2025 (meeting no. 134), proposed the distribution of the remaining dividend amounting to €14,469,192.

Following a lawful vote, the Ordinary General Meeting resolved, with [●] votes in favour, corresponding to [●]% of the paid-up share capital of the Company with voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting*], to approve the distribution of the remaining dividend amounting to €14,469,192 for the financial year 2024.

ITEM 4: Submission for approval of the Company's revised Remuneration Policy in accordance with article 110(2) of Law 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 Chair of the General Meeting referred to the recommendations dated 15.05.2025 and 27.05.2025 of the Company's Remuneration and Nominations Committee (no. 132.3) concerning the revision of the Company's current Remuneration Policy, which were prepared within the framework of its meetings held on 15.05.2025 (meeting no. 25) and 27.05.2025 (meeting no. 26). The aforementioned recommendations were unanimously accepted by the Board of Directors of the Company at its meeting held on 29.05.2025 (meeting no. 132), and subsequently, the Board prepared the relevant Explanatory Report pursuant to article 111(2) of Law 4548/2018, which describes and explains all proposed amendments to the Remuneration Policy. The said Explanatory Report of the Board of Directors, as well as the proposed revised text of the Company's Remuneration Policy, have been uploaded and are available on the Company's website: <https://admieholding.gr/el/genikes-synelefseis-metochon/>

The Chair reminds the General Meeting that the current Remuneration Policy of the Company was prepared in accordance with articles 110 and 111 of Law 4548/2018 and the provisions of Law 4706/2020 on corporate governance, and "sets out the fundamental principles and rules relating to the remuneration of the executive and non-executive members of the Board of Directors, including the Chief Executive Officer (and the Deputy CEO, if any)," and is also applicable to the Senior Executives of the Company, as specified within the Remuneration Policy. The current Remuneration Policy was approved by the Board of Directors on 20/07/2023 and subsequently by the Ordinary General Meeting of

* If applicable.

the Company's shareholders on 25/07/2023 and entered into force upon the expiration of the previous remuneration policy, i.e. on 04.07.2023, with a duration until 31.08.2026. Specifically, as regards the remuneration of Senior Executives, the current Remuneration Policy was set to apply retroactively from 31.08.2022. Subsequently, the Remuneration Policy was further amended pursuant to the resolution of the Ordinary General Meeting of the Company's shareholders dated 03.07.2024, which followed the recommendation of the Remuneration and Nominations Committee of the Company dated 06.06.2024 (no. 114.1) for the revision of the Remuneration Policy then in effect, which was prepared during the Committee's meeting held on 06.06.2024 (meeting no. 12), and was unanimously adopted by the Company's Board of Directors at its meeting held on 10.06.2024 (meeting no. 114).

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

Following a lawful vote, the Ordinary General Meeting, with [●] votes in favour, corresponding to [●]% of the Company's paid-up share capital with voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting*], approves the revised text of the Company's Remuneration Policy, which shall apply retroactively from 01.04.2025, as further detailed in the Explanatory Report of the Board of Directors, and shall remain in effect until 31.08.2026.

ITEM 5: Submission for discussion and advisory vote by the General Meeting, in accordance with Article 112 of Law 4548/2018, on the Remuneration Report for the fiscal year 01.01.2024 – 31.12.2024.

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

[Note to shareholders: In accordance with paragraph 3 of Article 112 of Law 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 fifth item on the agenda, the Chair of the General Meeting referred to the decision of the Company's Board of Directors dated 28.04.2025, which was adopted following the relevant recommendation and proposal of the Remuneration and Nominations Committee (Ref. No. 131.3/25.04.2025). By virtue of this decision, the members of the Board of Directors unanimously approved the content of the 2024 Annual

* If applicable.

Remuneration Report under Article 112 of Law 4548/2018 and its inclusion in the 2024 Annual Financial Report, following the aforementioned recommendation of the Remuneration and Nominations Committee. As stated in the said recommendation, the Company's Remuneration and Nominations Committee reviewed the draft 2024 Annual Remuneration Report under Article 112 of Law 4548/2018, as it had already been submitted to the Board of Directors for information (at its meeting No. 130 held on 15/4/2025), and as prepared by PWC, which provides accounting services to the Company, and audited by the Company's Certified Auditors, SOL Crowe. The Committee explicitly recommended its approval by the Board of Directors.

The Remuneration Report for fiscal year 2024, which provides a comprehensive overview of all remuneration received during 2024 based on the approved Remuneration Policy of the Company by the persons covered therein, in accordance with the specific provisions of article 112 of Law 4548/2018, was presented to the shareholders and is available on the Company's website at: <https://admieholding.gr/el/oikonomikes-katastaseis/>.

This Remuneration Report pertains to the remuneration of the executive and non-executive members of the Company's Board of Directors, as well as the Company's Senior Executives, as defined in the Remuneration Policy, that was granted during 2024, and includes the information required under article 112 of Law 4548/2018. The Remuneration Report was prepared in accordance with the Board's Remuneration Policy in force during fiscal year 2024, which was developed pursuant to articles 110 and 111 of Law 4548/2018 and the provisions of Law 4706/2020 on corporate governance. The Remuneration Policy is available on the Company's website, <https://admieholding.gr/el/genikes-synelefseis-metochon/>

Subsequently, the Chair of the General Meeting referred to the Report of the Independent Certified Auditor-Accountant to the Board of Directors of the Company, which certifies that a completeness check was performed on the information included in the Remuneration Report, in accordance with article 112(4) of Law 4548/2018. The said report was prepared pursuant to International Standard on Assurance Engagements 3000, and it confirms that nothing has come to the attention of the Independent Certified Auditor-Accountant that would lead them to conclude that the Remuneration Report for the fiscal year ended 31 December 2024 for the Company does not include the information required by article 112 of Law 4548/2018.

Following this, the Chair of the General Meeting invited the shareholders to vote, by casting their advisory vote, on the submitted Remuneration Report of the Company for fiscal year 2024, in accordance with article 112(3) of Law 4548/2018.

Following a lawful vote, the Ordinary General Meeting resolved, with [●] votes in favour, corresponding to [●]% of the paid-up share capital of the Company with voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and

shareholders representing [●] shares abstained from voting^{*}], to approve the submitted Remuneration Report for fiscal year 2024, in accordance with Article 112 of Law 4548/2018.

ITEM 6: Approval of the payment of remuneration and compensation to the members of the Board of Directors and the Committees for the 8th Fiscal Year (01.01.2024 to 31.12.2024), and pre-approval of such remuneration and compensation for Fiscal Year 2025 until the Ordinary General Meeting of the year 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 sixth item on the agenda, the Chair of the General Meeting invited the shareholders to approve the total gross remuneration paid to the members of the Board of Directors in their capacity as such and as members of committees under Law 4706/2020, and specifically, invited the General Meeting to approve the said remuneration, which amounted in total to €395,573.90 for the 8th Fiscal Year (01.01.2024 to 31.12.2024).

It is clarified that this remuneration was granted in accordance with the Remuneration Policy adopted by the Company and approved by the Ordinary General Meeting of the shareholders on 3 July 2024, with a duration lasting until 31.08.2026.

The amount of remuneration and compensation paid during fiscal year 2024 to members of the Board of Directors for their participation in Board meetings as well as in its committees, broken down by member, is detailed in the Remuneration Report for fiscal year 2024, under item 5 above.

The Chair of the Ordinary General Meeting also referred to the decision of the Company's Board of Directors dated 10.06.2025, which was adopted following a relevant recommendation by the Chair and Chief Executive Officer of the Company. This decision took into account the text of the revised Remuneration Policy of the Company (as per item 4 above), the current composition of the Board of Directors and its Committees, and the estimated number of their meetings during the 2025 fiscal year. The Chair invited the shareholders to pre-approve the remuneration and compensation to be paid to the members of the Board of Directors and its Committees for the Fiscal Year 2025 (01.01.2025 to 31.12.2025), in accordance with the Company's Remuneration Policy under article 110 of Law 4548/2018, as amended pursuant to the above resolution adopted under item 4 of this Ordinary General Meeting.

^{*} If applicable.

It is noted that the above-mentioned remuneration, the pre-approval of which is proposed for the 2025 fiscal year through to the Ordinary General Meeting of 2026, is in accordance with the Company's Remuneration Policy pursuant to article 110 of Law 4548/2018, as amended by the aforementioned resolution of the present Ordinary General Meeting (under item 4 above), and comprises the following:

- For fiscal year 2025 (i.e., for the period from 01/01/2025 to 31/12/2025), the estimated total gross remuneration ranges from €331,150 (minimum) to €395,573.90 (maximum), depending on the number of meetings required for the Board of Directors and its Committees.
- The estimated remuneration of the members of the Board of Directors, due to their capacity as such and as members of the Committees under Law 4706/2020, for the period from 01/01/2026 until the Ordinary General Meeting of 2026, is not expected to exceed the total amount of €250,000.

Following a lawful vote, the Ordinary General Meeting, with [●] votes, corresponding to [●]% of the paid-up share capital of the Company with 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 members of the Board of Directors for the year 2024 and pre-approves the remuneration of the members of the Board of Directors, as well as of the members of the Committees pursuant to Law 4706/2020, for the 2025 fiscal year and up to the Ordinary General Meeting of 2026, as set out above.

ITEM 7: Election of Regular and Alternate Certified Auditors for the audit of the Company's Financial Statements for the Fiscal Year 2025 (01.01.2025 to 31.12.2025) and for the issuance of the annual tax certificate, and determination of their remuneration, in accordance with Article 42 of Law 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 Chair of the General Meeting, in accordance with the relevant recommendation of the Company's Audit Committee dated 31.05.2025 , 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 10.06.2025 (number 134) regarding the proposal for the election of the audit firm "**ASSOCIATED CERTIFIED PUBLIC**

* If applicable.

ACCOUNTANTS S.A." with the distinctive title "**SOL S.A.**" or "**SOL CROWE**", having its registered office at 3 Fokionos Negri Street, Athens, with SOEL Reg. No.: 125 for conducting the statutory audit of the Company's Financial Statements for the fiscal year 2025, the review of its Financial Statements for the period ending 30 June 2025, the examination of its digital records, which are prepared in accordance with the European Single Electronic Format (ESEF), the issuance of an independent auditor's assurance report on the completeness of the information contained in the Remuneration Report in accordance with Article 112 of Law No. 4548/2018 for the fiscal year 2025, as well as the issuance of the Annual Tax Certificate for the same fiscal year.

Furthermore, the Chair of the Ordinary General Meeting, following the aforementioned decision of the Company's Board of Directors, calls upon the shareholders of the General Meeting to proceed with:

(a) The appointment of the aforementioned audit firm;

(b) The appointment of the following Certified Auditors (members of the above audit firm), namely:

Athina Katsimiha, daughter of Angelis, residing in Athens, 3 Fok. Negri Street, holder of ID card no., with TIN and SOEL registration number 33101, and

Athina Keramidzi, daughter of Epameinondas, residing in Athens, 3 Fok. Negri Street, holder of ID card no., with TIN and SOEL registration number 29421, as **Statutory Auditors**;

and

Eva Angelidi, daughter of Evangelos, residing in Athens, 3 Fok. Negri Street, holder of ID card no., with TIN and SOEL registration number 15331, and

Despoina Chalepa, daughter of Konstantinos, residing in Athens, 3 Fok. Negri Street, holder of ID card no., with TIN and SOEL registration number 24341, as **Alternate Auditors**.

(c) The determination of the remuneration of the aforementioned audit firm in accordance with its relevant proposal to the Company, in the amount of thirty thousand seven hundred Euros (€30,700.00) 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 Single Electronic Format (ESEF), the Assurance Report on the completeness of the information included in the Remuneration Report, and the issuance of the Annual Tax Certificate.

With respect to this item, following the above statements by the Chair of the General Meeting and in accordance with the relevant recommendation of the Company's Audit Committee, the Ordinary General Meeting, following a lawful vote, resolves with [●] votes, corresponding to [●]% of the paid-up share capital of the Company with 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 under the corporate name "**ASSOCIATED CERTIFIED PUBLIC ACCOUNTANTS S.A.**" with the distinctive title "**SOL S.A.**" or "**SOL CROWE**", having its registered office in Athens, at 3 Fokionos Negri Street, with SOEL Reg. No. 125, for the statutory audit of the Company's Financial Statements for the financial year 2025, the review of the Financial Statements for the period ending 30 June 2025, the examination of the Company's digital files prepared in accordance with the European Single Electronic Format (ESEF), the provision of an independent Statutory Auditor's assurance report on the completeness of the information included in the Remuneration Report pursuant to article 112 of Law 4548/2018 for the financial year 2025, as well as the issuance of the Annual Tax Certificate for the same year.

(b) The appointment of the following Certified Auditors (members of the above audit firm), namely:

Athina Katsimiha, daughter of Angelis, residing in Athens, 3 Fok. Negri Street, holder of ID card no., with TIN and SOEL registration number 33101, and

Athina Keramidzi, daughter of Epameinondas, residing in Athens, 3 Fok. Negri Street, holder of ID card no., with TIN and SOEL registration number 29421, as **Statutory Auditors**; and

Eva Angelidi, daughter of Evangelos, residing in Athens, 3 Fok. Negri Street, holder of ID card no., with TIN and SOEL registration number 15331, and

Despoina Chalepa, daughter of Konstantinos, residing in Athens, 3 Fok. Negri Street, holder of ID card no., with TIN and SOEL registration number 24341, as **Alternate Auditors**.

and

(c) The determination of the remuneration of the aforementioned audit firm to the Company, in the amount of thirty thousand seven hundred Euros (€30,700.00) 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

* If applicable.

European Single Electronic Format (ESEF), the Assurance Report on the completeness of the information included in the Remuneration Report, and the issuance of the Annual Tax Certificate.

ITEM 8: Submission of the Annual Report of Activities of the Audit Committee by the Chairman of the Audit Committee to the Shareholders for the Fiscal Year 2024 (01.01.2024 to 31.12.2024), in accordance with Article 44 of Law 4449/2017, as in force.

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

On the eighth item of the agenda, the Chair of the General Meeting invites the Chair of the Company's Audit Committee, Mr. Charalampos Xydis, who is present, to inform the General Meeting of Shareholders on the activities of the Audit Committee during the financial year 2024 and to submit the Annual Activity Report of the Audit Committee, in accordance with the provisions of article 44 paragraph 1(i) of Law 4449/2017, as in force.

The relevant Annual Activity Report of the Audit Committee for the financial year 2024 was issued together with the Company's Annual Financial Report, forms a distinct part thereof, and is available on the Company's website at: <https://admieholding.gr/el/oikonomikes-katastaseis/>.

It is noted that the shareholders are not called to vote on the Annual Report of Activities of the Audit Committee, which is submitted solely for informational purposes regarding the Committee's work during the financial year from 01.01.2024 to 31.12.2024.

ITEM 9: Submission of the Report of the Independent Non-Executive Members of the Board of Directors for the fiscal year 2024, in accordance with Article 9(5) of Law 4706/2020.

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

On the ninth item of the agenda, the Chair of the General Meeting refers to the Report of the Independent Non-Executive Members of the Board of Directors to the Annual General Meeting of Shareholders, in accordance with Article 9, paragraph 5 of Law 4706/2020, covering the period of the 2024 financial year and up to the date of the present General Meeting, which was submitted to the shareholders pursuant to the provisions of Article 9, paragraph 5 of Law 4706/2020.

The relevant Report of the Independent Non-Executive Members of the Board of Directors to the present Annual General Meeting of Shareholders was made available to the shareholders and is

accessible on the Company's website at: <https://admieholding.gr/el/genikes-synelefseis-metochon/>.

This item was not subject to a vote.

ITEM 10: Reconfirmation of the composition of the Company's Board of Directors as formed following its decision dated April 1, 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 tenth item of the agenda, the Chair of the General Meeting, on behalf of the Company's Board of Directors, announces to the General Meeting, pursuant to paragraph 2 of article 82 of Law 4548/2018, the following:

- On 31 March 2025, Ms. Georgia – Christina Giovani submitted her resignation from her position as both Member and Chair of the Board of Directors. Her resignation from both roles was submitted to the Board of Directors via electronic correspondence dated 31 March 2025.
- Following the above resignation, the Board of Directors unanimously resolved, at its meeting of 1 April 2025 (meeting no. 129), to continue managing and representing the Company without replacing the aforementioned resigning member at this stage, in accordance with article 14, paragraph 1 of the Company's Articles of Association, as in this case, the remaining number of members of the Board of Directors after the resignation of Ms. Giovani (namely, six (6) members) exceeded the minimum number of five (5) members provided for in the said provision of the Company's Articles of Association, taking moreover into account that the number of members, including independent non-executive members, as well as the composition of the remaining members, complied with the statutory requirements of Greek company law and the Greek regulatory framework on corporate governance. Consequently, at the same meeting held on 1 April 2025 (meeting no. 129), the Board of Directors unanimously resolved to reconstitute itself into a new 6-member body with a term expiring on 19/12/2026, having first

ensured compliance with the relevant provisions of Law 4706/2020 concerning the fulfilment of the following conditions:

- a. The Board of Directors consists of five (5) men and one (1) woman; therefore, it includes adequate gender representation, in a proportion not less than twenty-five percent (25%) of the total number of members of the Board of Directors, in accordance with article 3, paragraph 1(b) of Law 4706/2020.
- b. The Board of Directors consists of one (1) executive member, one (1) non-executive member, and four (4) independent non-executive members, and therefore, it meets the requirements of article 5 of Law 4706/2020, namely that independent non-executive members represent no less than one-third (1/3) of the total number of members and, in any case, are no fewer than two (2).
- c. The independent non-executive members of the Board of Directors meet the independence criteria set out in article 9 of Law 4706/2020 and, as such, do not maintain any shareholding or other relationship of dependence with the Company or with any persons affiliated with it.
- d. The members of the Board of Directors meet the suitability criteria as defined by the applicable regulatory framework and the Company's internal operating regulations.

Pursuant to the aforementioned resolution of the Board of Directors dated 1 April 2025, and following the required legal procedure, the Board of Directors unanimously elected Mr. Ioannis Karampelas as Chair and Chief Executive Officer, and subsequently reconstituted itself as follows:

- 1. Ioannis Karampelas, son of Dimitrios and Anna – Chair and Chief Executive Officer, Executive Member**
- 2. Niki Achtypi, daughter of Charalambos and Fotini – Vice-Chair, Non-Executive Member**
- 3. Konstantinos Angelopoulos, son of Loukas and Aristeia – Senior Independent Non-Executive Member**
- 4. Charalampos Xydis, son of Ioannis and Anna – Independent Non-Executive Member**
- 5. Konstantinos Drivas, son of Georgios and Vasiliki – Independent Non-Executive Member**

6. Vasileios Mikas, son of Dimitrios and Zoi – Independent Non-Executive Member

It is noted that the composition of the Audit Committee, the Remuneration Committee, and the Nominations Committee remained as previously determined, i.e. as Committees of the Board of Directors, each consisting of three members, composed of non-executive members of the Board of Directors, the majority of whom are independent within the meaning of Article 9 of Law 4706/2020. Furthermore, Mr. Konstantinos Angelopoulos remained as the Senior Independent Non-Executive Member of the Board of Directors.

Following a lawful vote, the Ordinary General Meeting, with [●] votes in favour, representing [●]% of the paid-up share capital of the Company with voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from the vote*], resolves to ratify and reconfirm the composition of the Company's Board of Directors as formed by the decision of the Board dated 1 April 2024, in accordance with the above.

ITEM 11: Amendment of Articles 7 (regarding the Authority of the General Meeting), 11 (regarding the Composition and Term of the Board of Directors), 12 (regarding the Powers and Responsibilities of the Board of Directors), and 18 (regarding the Remuneration of Members of the Board of Directors) of the Company's Articles of Association.

<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 eleventh item of the agenda, the Chair of the General Meeting referred to the relevant proposal of the Company's Board of Directors, pursuant to resolution no. 132/29.5.2025 adopted by its members, regarding the decision to amend Article 7 (Powers of the General Meeting), paragraph 2 of Article 11 (Composition and Term of the Board of Directors), paragraph 2 of Article 12 (Authority and Responsibilities of the Board of Directors), and Article 18 (Remuneration of Board Members) of the Company's Articles of Association.

- Specifically, the Chair of the General Meeting refers to the relevant proposal of the Board of Directors concerning the amendment of Article 7 (Powers of the

* If applicable.

General Meeting) of the Company's Articles of Association, which, following the proposed amendment, shall be revised as follows:

"ARTICLE 7

Powers of the General Meeting

1. The General Meeting of the Company's shareholders is its supreme governing body and decides on all matters concerning the Company, unless otherwise provided in the present Articles of Association. However, it is the sole competent body to decide on the matters referred to in Article 117 of Law 4548/2018, as in force.

2. The General Meeting approves the Remuneration Policy and the Board of Directors' Fit and Proper Policy, as well as any material amendments thereto."

- The Chair of the General Meeting then proposes the amendment of Article 11. (Composition and term of office of the Board of Directors) of the current Articles of Association of the Company, with amendment of par. 2, which is formulated as follows:

"ARTICLE 11

Composition and Term of Office of the Board of Directors

1. The Company is governed by a Board of Directors, which is composed of five (5) to seven (7) members. The members of the Board are categorized as executive, non-executive and independent non-executive, in accordance with the provisions of Article 5 of Law 4706/2020. The independent non-executive members are designated pursuant to Article 9 of Law 4706/2020 and must not be fewer than one third (1/3) of the total number of Board members, and in any case not fewer than two (2).

2. The members of the Board of Directors are elected by the General Meeting of the Company's shareholders for a three (3)-year term, which is automatically extended until the first Ordinary General Meeting following the expiration of their term and they are always eligible for re-election and are freely revocable.

3. A legal entity may also be a member of the Board of Directors In such a case, the legal entity is required to appoint a natural person to exercise its powers as a member of the Board.

4. *The Members of the Board of Directors must meet the criteria established in the Company's Fit and Proper Policy, which relate indicatively to their integrity, reputation, adequacy of knowledge, skills, independence of judgment, and experience necessary to fulfill their duties, as well as the conditions set out in Law 4706/2020, such as the absence, during the year preceding or at the time of their election, of a final court decision finding them liable for loss-incurring transactions of the Company or a non-listed company under Law 4548/2018 with related parties. Furthermore, members of the Board of Directors are prohibited from serving as executive officers, employees, or representatives of companies that have similar objectives to those of the Company.*

5. *The members of the Board of Directors and any third party to whom powers have been delegated by the Board, in accordance with Article 87 of Law 4548/2018, are required, in the performance of their duties and responsibilities, to comply with the law, the Articles of Association, and the lawful resolutions of the General Meeting. They must manage the Company's affairs with a view to promoting corporate interests, overseeing the implementation of the resolutions of the Board of Directors and the General Meeting and informing the other members of the Board of Directors about company matters.*

6. *The members of the Board of Directors participate in the mandatory committees of the Company as required by law, in accordance with Article 10 of Law 4706/2020, as well as in any other committees established by resolution of the Board of Directors.*

7. *In the context of electing the members of the Board of Directors and to inform investors, the procedure set out in Article 18 of Law 4706/2020 shall be followed."*

- Subsequently, the Chair of the General Meeting proposes the amendment of Article 12 (Powers and Responsibilities of the Board of Directors) of the Company's current Articles of Association, through the revision of paragraph 2, which is formulated as follows:

"ARTICLE 12

Powers and Responsibilities of the Board of Directors

1. *The Board of Directors holds the authority to manage (administer and dispose of) the Company's assets and to represent the Company. It decides on all matters relating to the Company within the scope of its corporate purpose, except for those matters that, pursuant to law or these Articles of Association, fall under the exclusive competence of the General Meeting.*

2. *The Board of Directors approves the Company's Charter of Operations, which shall contain at minimum the content specified under the applicable Corporate Governance provisions, as in force from time to time, and ensures the adequate and effective*

operation of the Company's internal control system. The Board of Directors also approves the Fit and Proper Policy in accordance with Article 3(1) of Law 4706/2020 and submits it for approval to the General Meeting, in accordance with Article 3(3) of Law 4706/2020, as in force.

3. The Board of Directors is responsible for establishing and overseeing the implementation of the Corporate Governance System in accordance with Articles 1 to 24 of Law 4706/2020. It monitors and evaluates its application and effectiveness at least every three (3) financial years taking the necessary actions to address any omissions. It also ensures the adequate and effective functioning of the Company's Internal Control System, and that the functions comprising the Internal Control System are independent of the business units they oversee, and are provided with the appropriate financial and human resources, as well as the authority necessary for their effective operation, as required by their role. Reporting lines and allocation of responsibilities are clear, enforceable, and properly documented.

4. The Board of Directors may, exclusively and only in writing, delegate the exercise of all its powers and responsibilities (with the exception of those requiring collective action), as well as the representation of the Company, to one or more individuals, whether members of the Board or not, simultaneously defining the scope of such delegation. In the event the said persons are members of the Board, they must meet the criteria set forth in the Company's Fit and Proper Policy and must not have had, within one (1) year prior to or after their election, a final court decision issued against them acknowledging their liability for harmful transactions of a company or a non-listed company under Law 4548/2018 with related parties. In the case of third parties, they must likewise not have had, within one (1) year prior to or after their appointment, a final court decision issued against them acknowledging such liability. These individuals may further delegate the exercise of the powers assigned to them, or part thereof, to other members of the Board of Directors, employees of the Company, or third parties, provided such further delegation is provided for in the relevant decision of the Board of Directors.

5. The Board of Directors may assign the internal audit of the Company to one or more individuals. The Head of the Internal Audit Unit is appointed by the Board of Directors of the Company, following a recommendation by the Audit Committee, is a full-time and exclusively employed staff member, who operates with personal and functional independence and objectivity in the performance of their duties and possesses the appropriate qualifications and relevant professional experience. The Head reports administratively to the Chief Executive Officer and functionally to the Audit Committee. The Head of the Internal Audit Unit may not be a member of the Board of Directors or hold voting rights in any standing committee of the Company, nor may they have close ties with any person holding such positions within the Company or within the Group.”

- Lastly, the Chair of the General Meeting proposes the amendment of Article 18 (Remuneration of Members of the Board of Directors) by adding the phrase "may also" in paragraph 4, in order to take into account the provisions of the Remuneration Policy regarding the inclusion or not of Senior Executive Officers and Executive Staff. The article shall be amended as follows:

"ARTICLE 18

Remuneration of Member of the Board of Directors

- 1. Members of the Board of Directors may be granted remuneration or other benefits, the amount of which shall be determined by the General Meeting and, where applicable, in accordance with the Company's Remuneration Policy.*
- 2. Any other remuneration or benefit granted to a member of the Board of Directors shall be borne by the Company only if approved by a special resolution of the General Meeting.*
- 3. Remuneration to members of the Board of Directors for services rendered to the Company under a special relationship, such as, indicatively, an employment, works, or mandate contract, shall be paid under the conditions set out in Articles 99 to 101 of Law 4548/2018.*
- 4. The Remuneration Policy, approved in accordance with Article 110 of Law 4548/2018, may also apply to Senior Executive Officers and Executive Staff, as these are defined in the Company's Remuneration Policy."*

Following a lawful vote, the Ordinary General Meeting approves, with [●] votes, corresponding to [●]% of the Company's paid-up share capital with voting rights, out of a total of [●] present votes [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained*], the approval of the amendment of Article 7 (Competence of the General Meeting), paragraph 2 of Article 11 (Composition and Term of the Board of Directors), paragraph 2 of Article 12 (Powers and Responsibilities of the Board of Directors), and Article 18 (Remuneration of Members of the Board of Directors) of the Company's Articles of Association as set out above.

* If applicable.

ITEM 12: Approval of a Share Buyback Program in accordance with Article 49 of Law 4548/2018, as in force, and granting of the relevant authorizations.

<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 twelfth item on the agenda, the Chair of the General Meeting referred to the relevant decision of the Board of Directors taken during its meeting held on 10/06/2025 concerning the establishment of a new Share Buyback Program pursuant to the provisions of Article 49 of Law 4548/2018, as currently in force.

In particular, the proposal is made to approve the acquisition of treasury shares for any purpose and use permitted by applicable legislation (including, indicatively but not limited to, the reduction of the Company's share capital and cancellation of treasury shares acquired by the Company, and/or their disposal to personnel and/or members of the Company's management and/or of affiliated companies, always in accordance with the Company's applicable Remuneration Policy), up to a percentage of 1/100 of the Company's paid-up share capital, i.e. up to a total of two million three hundred twenty thousand (2,320,000) shares [calculated as 232,000,000 x 1%], within a price range between €0.5 (minimum price) and €5 (maximum price) per share, for a period of twenty-four (24) months from 2/7/2025 (Ordinary General Meeting), i.e. valid until 01/07/2027. It is noted that the Company currently holds 216,000 shares, corresponding to 0.09% of its share capital.

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

(a) the establishment of a new Share Buyback Program for any purpose and use permitted by applicable legislation (including, indicatively but not limited to, the reduction of the Company's share capital and cancellation of treasury shares to be acquired by the Company, and/or their disposal to personnel and/or members of the Company's management and/or of affiliated companies, always in accordance with the Company's applicable Remuneration Policy), up to a percentage of 1/100 of the Company's paid-up share capital, i.e. up to a total of two million three hundred twenty thousand (2,320,000) shares [calculated as 232,000,000 x 1%], within a price range between €0.5 (minimum price) and €5 (maximum price) per share, for a period of twenty-four (24) months from 2/7/2025 (Ordinary General Meeting), i.e. valid until 01/07/2027.

* If applicable

It is noted that the Company currently holds 216,000 shares, corresponding to 0.09% of its share capital.

and

(b) the granting of authorization to the Board of Directors to determine at its absolute discretion any other detail and to take all necessary actions for the implementation of the present resolution, including the possibility to further delegate part or all of the said powers.

ITEM 13: Granting of permission, pursuant to Article 98 of Law 4548/2018, to the members of the Board of Directors and the executives of the Company's departments to participate in Boards of Directors and/or in the management of other companies, including 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>

On the thirteenth item on the agenda, the Chair of the General Meeting invited the Ordinary General Meeting to grant authorization, in accordance with Article 98 of Law 4548/2018, to the members of the Company's Board of Directors and the executives of the Company's Departments, in order to participate in any capacity in the Boards of Directors and/or in the management of affiliated companies (within the meaning of Article 32 of Law 4308/2014), for the purpose of coordinating the operations of affiliated companies.

Following a lawful vote, the Ordinary General Meeting, with [●] votes, corresponding to [●]% of the Company's paid-up share capital with voting rights, out of a total of [●] present votes [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained*], resolves to grant the aforementioned authorization, pursuant to Article 98(1) of Law 4548/2018, as in force, to the members of the Company's Board of Directors and the executives of the Company's Departments, in order to participate in any capacity in the Boards of Directors and/or the management of affiliated companies (within the meaning of Article 32 of Law 4308/2014), for the purpose of coordinating the operations of affiliated companies.

ITEM 14: Other Announcements.

* If applicable.