DRAFT PROPOSED RESOLUTIONS
On the Items of the Agenda
of the 9th Ordinary General Meeting of the shareholders of the Societe Anonyme under the name
"ADMIE (IPTO) HOLDING S.A."
(the "Company")
on July 17, 2026.
(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 9th Fiscal Year (01.01.2025 to 31.12.2025) 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.

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

On the first item o the agenda, the Chair of the General Meeting reads and presents the Annual Financial Statements of the 9th Fiscal Year 2025 (01/01/2025 – 31/12/2025), 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 07.04.2026 and duly posted on the Company's website (https://admieholding.gr/en/financial-results/), as well as on the website of the Euronext Athens, 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, 2025, 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 Financial Statements for the fiscal year 2025 (01/01/2025 – 31/12/2025), 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 Financial Statements for the fiscal year 2025, together with the Reports of the Board of Directors and the Certified Auditors, as well as the Statement of Corporate Governance.

<u>ITEM 2</u>: Approval of the overall management by the members of the Company's Board of Directors for the 9th Fiscal Year (01.01.2025 to 31.12.2025), in accordance with Article 108 of Law 4548/2018, as in force, and discharge of the Company's Certified Auditors as per point Article 117(1)(c) of Law 4548/2018 for the fiscal year 2025, as well as approval of the actions taken during the fiscal year 01.01.2025 - 31.12.2025 pursuant to the decisions of the Board of Directors.

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

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 31.12.2025, and to discharge the Company's certified auditors-accountants from any liability for compensation for the activities of the fiscal year 2025, 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 31.12.2025, and the discharge of the Company's certified auditors from any liability for compensation for the activities of the fiscal year 2025, in accordance with subparagraph (c), paragraph 1 of Article 117 of Law 4548/2018.

* If applicable.

ITEM 3: Approval of the disposal (distribution) of the results for the 9th Fiscal Year (01.01.2025 to 31.12.2025).

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

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

Collection of dividend by IPTO S.A.	**37,553,950**
plus: Financial& other income of FY 2025	973,820
less: expenses of FY 2025	(1,532,020)
Profits for distribution	**36,995,750**
less: Statutory Reserve (5%)	(1,849,788)
Profits for distribution to shareholders	**35,145,963**
less: Interim dividend already paid	(27,969,192)
Remaining dividend for distribution to shareholders	**7,176,771**

In this case, the Company has already distributed interim dividends of €0.121 per share, i.e., a total amount of €27,969,192, pursuant to the resolution of the Board of Directors dated 10.07.2025. Based on the Company’s financial results, a remaining dividend amount of €7,176,771 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 25.06.2026, which approved the appropriation of the results for the financial year 1.1.2025– 31.12.2025, the Board of Directors of the Company, by resolution adopted at its meeting held on 26.06.2025 (meeting no. 160), proposed the distribution of the remaining dividend amounting to €7,176,771 for FY 2025.

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 €7,176,771 for the financial year 2025.

ITEM 4: 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 01.01.2025 – 31.12.2025.

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.]

With respect to the fourth item on the agenda, the Chairman of the General Meeting referred to the resolution of the Company's Board of Directors dated 30 March 2026, which was adopted following the relevant recommendation and proposal of the Remuneration and Nomination Committee (Resolution No. 148.5/25.03.2026 – Recommendation Memorandum of the Company's Remuneration and Nomination Committee to the Board of Directors). Pursuant to that resolution, the members of the Board of Directors unanimously approved the aforementioned favourable recommendation of the Remuneration and Nomination Committee and, in particular, unanimously approved the content of the 2025 Remuneration Report prepared in accordance with Article 112 of Law 4548/2018, as well as its inclusion in the 2025 Annual Financial Report. As stated in the above recommendation, the Company's Remuneration and Nominations Committee, acting within the scope of its responsibilities, reviewed the draft 2025 Remuneration Report prepared pursuant to Article 112 of Law 4548/2018, as prepared by PwC, which provides accounting services to the Company, and reviewed by the Company's Statutory Auditors, SOL Crowe. The Committee expressly recommended that the Board of Directors approve the Report, having concluded that the 2025 Remuneration Report contains all information

* If applicable.

required under the applicable legislative framework and the Company's Remuneration Policy.

The Remuneration Report for fiscal year 2025, which provides a comprehensive overview of all remuneration received during 2025 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/en/financial-results/.

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 2025, 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 2025, 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 under the section Corporate Governance, as well as under the section General Meetings at https://admieholding.gr/en/general-meetings/.

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 2025 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 2025, in accordance with article 112, par. 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 2025, in accordance with Article 112 of Law 4548/2018.

<u>ITEM 5</u>: Election of Statutory and Alternate Certified Auditors for the audit of the Company’s Financial Statements for the Fiscal Year 2026 (01.01.2026 to

* If applicable.

31.12.2026) and for the issuance of the annual tax certificate, and determination of their remuneration, in accordance with Article 42 of Law 4449/2017.

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

On the fifth item of the agenda, the Chair of the General Meeting, in accordance with the relevant recommendation of the Company's Audit Committee dated 28.05.2026 , 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 04.06.2026 (number 154) 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 SOEL Reg. No.: 125 for conducting the statutory audit of the Company's Financial Statements for the fiscal year 2026, the review of its Financial Statements for the period ending 30 June 2026, 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 4548/2018 for the fiscal year 2026, 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

Andreas Alamanos, son of Aristotelis, residing in Athens, 3 Fok. Negri Street, holder of ID card no. ...., with TIN .... and SOEL registration number 49351, 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 three thousand Euros (€ 33,000.00) 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 2026, the review of the Financial Statements for the period ending 30 June 2026, 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 2026, 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

[*] If applicable.

Andreas Alamanos, son of Aristotelis, residing in Athens, 3 Fok. Negri Street, holder of ID card no. ...., with TIN .... and SOEL registration number 49351, 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 three thousand hundred Euros (€ 33,000.00) 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.

ITEM 6: 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 2025 (01.01.2025 to 31.12.2025), 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 sixth 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 2025 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 2025 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/en/financial-results/.

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 01.01.2025 to 31.12.2025.

ITEM 7: Submission of the Report of the Independent Non-Executive Members of the Board of Directors for the fiscal year 2025, 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 seventh 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 2025 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/en/general-meetings/ .

This item was not subject to a vote.

ITEM 8: Amendment of Articles 1 (about the name of the Company), 6 (Shares), 8 (regarding the Convening 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), 13 (regarding the Composition of the Board of Directors), 15 (regarding the Convening of the Board of Directors) and 18 (regarding the Remuneration of Members of the Board of Directors) of the Company's Articles of Association.

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

On the eighth 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. 145/29.1.2026 adopted by its members, regarding the decision to amend Article 11 (on the Composition and Term of the Board of Directors, Article 12 (Authority and Responsibilities of the Board of Directors), Article 13 (regarding the Composition of the Board of Directors), Article 15 (regarding the Convening of the Board of Directors) and Article 18 (Remuneration of Board Members) of the Company's Articles of Association. Furthermore, the Chairman of the General Meeting referred to the relevant recommendation of the Company's Board of Directors, pursuant to Resolution No. 160/26.06.2026 of its members, regarding the adoption of a resolution to amend Article 1 (Company Name), Article 6 (Shares) and Article 8 (Convening of the General Meeting) of the Company's Articles of Association.

- Following the Chairman's presentation, the Board of Directors proposed the amendment of Article 1 (Company Name) of the Company's current Articles of Association by revising the Company's name and trade name as rendered in the English language. The amended Article shall read as follows:

"ARTICLE 1

Name

The Company bears the name "HOLDING Company ADMIE (IPTO) S.A." and the distinctive title "ADMIE (IPTO) HOLDING S.A.". For transactions and all relations of the Company with foreign entities, the name "HOLDING Company IPTO S.A." and the distinctive title "IPTO HOLDING S.A." shall be used.

- Following the Chairman of the General Meeting's presentation, the Board of Directors proposed the amendment of Article 6 (Shares) of the Company's current Articles of Association by deleting the words "Athens Stock Exchange" from the first paragraph thereof and replacing them with "Euronext Athens". The amended Article shall read as follows:

"ARTICLE 6

Shares

1. *The shares of the Company are registered, indivisible, listed on the Euronext Athens, and dematerialized, and are held in book-entry form as provided by the applicable provisions.*
2. *The Company's shareholder register is maintained electronically and may be kept by a central depository, a credit institution, or an investment firm authorized to hold financial instruments. A person is regarded as a shareholder in relation to the Company if they are registered in the register in which the dematerialized shares are recorded, or are identified as such through registered intermediaries, in accordance with the applicable legislation.*
3. *The rights and obligations of each share follow the lawful owner thereof.*

4. *Ownership of a share automatically entails acceptance of the Company's Articles of Association and the lawful decisions of its governing bodies by each shareholder. Shareholders, their universal or specific successors, and creditors of shareholders or holders of shares by any legal title, such as custodians, escrow agents, pledgees, and other creditors, may not, under any circumstances, cause the seizure or sealing of the Company's assets or books, or of any assets entrusted to it, nor may they seek liquidation or distribution of the Company's assets or interfere in the management of the Company by exercising rights other than those granted to shareholders under these Articles of Association and the applicable legislation.*
5. *Shareholders are entitled to ownership of the Company's assets in the event of liquidation and to a share in the net profits in proportion to the shares they hold, and exercise these rights as provided by law, these Articles of Association, and the lawful decisions of the Company's governing bodies.*
6. *Shareholders are liable only up to the nominal value of their shares and not beyond that."*

- Following the Chairman of the General Meeting's presentation, the Board of Directors proposed the amendment the first paragraph of Article 8 (Convening of the General Meeting) of the Company's current Articles of Association by deleting the words "Athens Stock Exchange" from the first paragraph and replacing them with "Euronext Athens". The amended Article shall read as follows:

"ARTICLE 8

Convening of the General Meeting

1. *The General Meeting of shareholders shall convene at the Company's registered office, or within the boundaries of another municipality in the region of its registered office, or a neighboring municipality, or in the municipality where the Euronext Athens registered office is located, at least once every financial year, within the timeframe prescribed by the applicable provisions. The Board of Directors may decide that the General Meeting will not convene at a physical location, but will be held entirely through remote participation by shareholders using the electronic means provided for in Article 125 of Law 4548/2018.*
2. *The notice convening the General Meeting may provide for the option of simultaneous participation both physically and remotely via audiovisual or other electronic means, without the physical presence of all shareholders at the meeting venue. In this case, the Company shall take adequate measures to:*

a) ensure the identity of the participating individual, the participation only by those entitled to attend the General Meeting or be present in accordance with Articles 124 and 127 of Law 4548/2018, and the security of the electronic connection,
b) enable participants to follow the proceedings of the meeting through electronic or audiovisual means and to address the meeting, either orally or in writing, during the meeting remotely, and to vote on the items of the agenda, and
c) ensure the accurate recording of the vote cast remotely by the participant.

3. *The notice of the General Meeting shall include at least the information required by Law 4548/2018 and shall be lawfully published at least twenty (20) full days prior to the date of the meeting, by registration in the General Commercial Registry (G.E.MI.).”*

- Following the Chairman of the General Meeting's presentation, the Board of Directors proposed the amendment of Article 11 (Composition and Term of Office of the Board of Directors) of the Company's current Articles of Association by amending the wording "three-year (3)" in paragraph 2; adding the phrase "without the prior approval of the General Meeting" to paragraph 4; and adding the words "may" to paragraph 6. The amended Article shall read 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. Its members are classified as executive, non-executive and independent nonexecutive, 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 four (4)-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, without the prior consent of the General Meeting.*

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 may 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."

- Following the Chairman of the General Meeting's presentation, the Board of Directors proposed the amendment of Article 12 (Powers and Responsibilities of the Board of Directors) of the Company's current Articles of Association by making additions and corrections to paragraph 2, specifically concerning the wording from "Internal" to "submits it". The amended Article shall read 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 Internal 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 Propert 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 v.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 operational independence and objectivity in the performance of their duties and possesses the appropriate qualifications and relevant professional experience. The Head of the Unit reports to the Chief Executive Officer and operationally 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."

- Following the Chairman of the General Meeting's presentation, the Board of Directors proposed the amendment of Article 13 (Constitution of the Board of Directors) of the Company's Articles of Association by adding the phrase "the Chief Executive Officer and any Deputy Chief Executive Officer" to paragraph 2.

"ARTICLE 13

Constitution of the Board of Directors

1. The Board of Directors, immediately after its election, shall convene and constitute itself by electing its Chair and Vice-Chair. The Chair of the Board of Directors shall be a non-executive member. In the event that the Board of Directors, by way of derogation from paragraph 1 of Article 8 of Law 4706/2020, appoints as Chairman one of the executive members of the Board of Directors, it shall mandatorily appoint a vice-chairman from among the non-executive members, in accordance with Article 8 of Law 4706/2020.

2. The Board of Directors may elect the Chief Executive Officer and any Substitute from among its members, simultaneously determining their responsibilities, and shall also designate and authorise the persons who shall sign on behalf of and bind the Company.

3. The Chair of the Board of Directors shall preside over the meetings. When the Chair is absent or unable to attend, they shall be replaced in the full scope of their responsibilities by the Vice-Chair, and if the latter is also unable to attend, then by the Chief Executive Officer or another member of the Board of Directors appointed by the Board. If the Chair of the Board of Directors is an executive member, the Vice-Chair shall replace them only in their non-executive functions.

4. The Board of Directors may be assisted in its work by a Corporate Secretary, a member of the Board or a third person, appointed by Board decision."

- Following the Chairman of the General Meeting's presentation, the Board of Directors proposed the amendment of Article 15 (Convening of the Board of Directors) of the Company's Articles of Association by adding the phrase "whenever the needs of the Company so require, taking into account its Annual Meeting Calendar" to paragraph 1; and deleting the phrase "at least once a month".

"ARTICLE 15

Convening of the Board of Directors

1. The Board of Directors shall be convened by the Chairman or, in the Chairman's absence, by the Vice-Chairman acting as his substitute, whenever the needs of the Company so require, taking into account its Annual Meeting Calendar, and shall meet at the Company's registered office or by teleconference, in accordance with the applicable provisions of Law 4548/2018.

2. The Board of Directors may validly convene outside its registered office, either in Greece or abroad, provided that all its members are present or duly represented at the meeting and none objects to the meeting taking place and to decisions being made."

- Finally, following the Chairman of the General Meeting's presentation, the Board of Directors proposed the amendment of Article 18 of the Company's Articles of Association by adding the phrase "in addition to the members of the Board of Directors and the Chief Executive Officer" to paragraph 4.

"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 apply, in addition to the members of the Board of Directors and the Chief Executive Officer, to Senior Executives and Executive Management, as such terms 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 amendments to Articles 1 (Company Name), 6 (Shares), 8 (Convening of the General Meeting), 11 (Composition and Term of Office of the Board of Directors), 12 (Powers and Responsibilities of the Board of Directors), 13 (Constitution of the Board of Directors), 15 (Convening of the Board of Directors), and 18 (Remuneration of Members of the Board of Directors) of the Company's Articles of Association, as set out above.

<u>ITEM 9</u>: Submission for approval of the Company's Remuneration Policy with a four-year term, in accordance with article 110(2) of Law 4548/2018.

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

[*] If applicable.

With respect to the ninth item on the agenda, the Chairman of the General Meeting referred to the recommendation of the Company's Remuneration and Nomination Committee, dated 17 June 2026 (Resolution No. 160.3/17.06.2026), concerning the amendment of the Company's Remuneration Policy, replacing all previous versions thereof, which was prepared in the context of the Committee's meeting held on 17 June 2026 (Meeting No. 42/17.06.2026). The aforementioned recommendation was unanimously accepted by the Board of Directors of the Company at its meeting held on 26.06.2026 (meeting no. 160), 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 relevant Explanatory Report of the Board of Directors, as well as the proposed new text of the Company's Remuneration Policy, have been uploaded and are available on the Company's website: https://admieholding.gr/en/general-meetings/

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 is also applicable to the Senior Executives of the Company, as specified within the Remuneration Policy. This Remuneration Policy was approved by the Board of Directors on 20 July 2023 and subsequently by the Ordinary General Meeting of the Company's shareholders on 25 July 2023 and entered into force as of the expiry of the previous remuneration policy, i.e. on 04 July 2023, with a duration until 31 August 2026, following its approval by the General Meeting in accordance with Article 110(2) of Law 4548/2018. Specifically, as regards the remuneration of Senior Executives, it is clarified that the policy has retroactive effect, as of 31.08.2022. Subsequently, the Policy was revised pursuant to a relevant decision of the Ordinary General Meeting of the Company's shareholders on 03 July 2024, which was taken following the relevant decision of the Company's Board of Directors dated 10 June 2024. The Policy was subsequently revised pursuant to a resolution of the Company's Annual General Meeting of Shareholders adopted on 2 July 2025, following the relevant resolution of the Company's Board of Directors dated 29 May 2025. The revised Policy was approved for a term ending on 31 August 2026, unless revised and/or amended earlier pursuant to another resolution of the General Meeting.

Having taken into account the recommendation of the Company's Remuneration and Nominations Committee (the "Committee") dated 17 June 2026, the Board of Directors determined that it was necessary to revise the existing Remuneration Policy and adopt it as a new version, in light of the numerous amendments made to the existing version, as well as the impending expiry of the current Remuneration Policy, which remains in force until 31 August 2026.

The above recommendation was unanimously approved by the Company's Board of Directors at its meeting held on 26 June 2026 (Resolution No. 160), at which it also approved the Explanatory Report of the Board of Directors required under Article 111(2) of Law 4548/2018, describing and explaining all amendments to the Remuneration Policy.

Both the proposed text of the Remuneration Policy and the Explanatory Report of the Board of Directors have been published and are available on the Company's website https://admieholding.gr/en/general-meetings/.

As stated in the above recommendation of the Committee, which was unanimously approved by the Board of Directors by its resolution dated 26 June 2026: "The Remuneration Policy is submitted to replace all previous versions and shall remain in force for a four-year duration until July 2030." The principal amendments introduced by the proposed Remuneration Policy compared with the current Remuneration Policy (as amended by virtue of the relevant decision of the 2025 Annual General Meeting) are as follows:

α. Extension of the scope of the Remuneration Policy to include Senior Executive Officers and Executive Officers, following the proposed amendment to the Company's Articles of Association.

β. Further development of the Policy text in order to provide a clear definition of Additional Remuneration, identify the persons to whom such Additional Remuneration may be granted, and clearly distinguish it from Benefits and Variable Remuneration (Chapter 6 of the Remuneration Policy).

γ. Further development of the Policy text in order to distinguish the categories of Benefits from the categories of Company Expenses, Introduction of a maximum percentage of Benefits expressed as a percentage of the fixed remuneration of the persons falling within the scope of the Remuneration Policy.

δ. Further development of the provisions relating to the categories of remuneration and benefits applicable to each category of persons falling within the scope of the Remuneration Policy, namely the Executive Members of the Board of Directors, the Independent Non-Executive Members of the Board of Directors and the Executive Officers.

ε. Addition of a new section providing guidance on the approval process for the agreements of the Chief Executive Officer, Senior Executive Officers and Executive Officers, insofar as they concern matters governed by the Remuneration Policy (Sections 7.20 to 7.23).

στ. Addition of a new section entitled "Severance Compensation in the Event of a Mutually Agreed Termination", setting out guidance on the parameters governing the application of those provisions (Sections 7.24 to 7.28).

ζ. Revision of the Annex to the Remuneration Policy, including a proposal to revise the remuneration and benefits ranges applicable to Senior Executive Officers and Executive Officers, taking into account the Individual Remuneration and Benefits Survey for Executive Officers conducted under Sub-project 1 of the consultancy services provided by KPMG (Reference 4 in 160/June 26, 2026 Board of Directors Minutes), as well as the Company's current organisational structure and staffing reinforcement needs. The purpose of these revisions is to further strengthen the Company's Corporate Governance System, maximise the value of the Company's assets for its shareholders, enhance the Company's Investor Relations function, and improve the services provided by its Executive Officers, in full alignment with the Company's Strategic Plan.

Subsequently, the Chair of the General Meeting invited the shareholders to vote on the revised draft of the Remuneration Policy, as posted and available on the Company's website https://admieholding.gr/en/general-meetings/.

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 Policy, which shall enter into effect from 17.07.2026 to 16.07.2030.

<u>ITEM 10</u>: Approval of the payment of remuneration and compensation to the members of the Board of Directors and the Committees for the 9th Fiscal Year (01.01.2025 to 31.12.2025), and pre-approval of such remuneration and compensation for Fiscal Year 2026 until the Ordinary General Meeting of the year 2027.

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

On the tenth 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 €332,731.01 for the 9th Fiscal Year (01.01.2025 to 31.12.2025).

It is clarified that such remuneration was granted in accordance with the Remuneration Policy adopted by the Company and approved by the Annual General Meeting of

[*] If applicable.

Shareholders on 25 July 2023, with a term ending on 31 August 2026, as subsequently amended pursuant to the resolutions of the Company's Annual General Meeting of Shareholders dated 3 July 2024 and 2 July 2025, respectively.

The amount of remuneration and compensation paid during fiscal year 2025 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 2025, under item 4 above.

The Chair of the Ordinary General Meeting also referred to the decision of the Company's Board of Directors dated 26.06.2026, 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 9 above), the composition of the Board of Directors and its Committees, and the estimated number of their meetings during the 2026 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 2026 (01.01.2026 to 31.12.2026), 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 9 of this Ordinary General Meeting.

It is noted that the above-mentioned remuneration, the pre-approval of which is proposed for the 2026 fiscal year through to the Ordinary General Meeting of 2027, 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 9 above), and comprises the following:

- For fiscal year 2026 (i.e., for the period from 01/01/2026 to 31/12/2026), the estimated total gross remuneration ranges from €331,500 (minimum) to €455,000 (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 01/01/2027 until the Ordinary General Meeting of 2027, is not expected to exceed the total amount of €330,000.

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

* If applicable.

members of the Board of Directors for the year 2025 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 2026 fiscal year and up to the Ordinary General Meeting of 2027, as set out above.

ITEM 11: Submission for approval of the revised Fit and Proper Policy

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

With respect to the eleventh item on the agenda, the Chairman of the General Meeting referred to the recommendation of the Company's Remuneration and Nomination Committee, dated 27 January 2026 (Resolution No. 145.7), regarding the update of the Company's existing Suitability Policy through non-material amendments. These amendments primarily incorporate the guidance set out in Circular No. 60/29.04.2025 of the Hellenic Capital Market Commission, as well as the provisions of Law 5178/2025 (Government Gazette A' 22/14.02.2025), and are intended to better address the Company's needs and adopt guidance that may contribute to its more effective operation. The above recommendation was unanimously approved by the Company's Board of Directors at its meeting held on 29 January 2026 (Resolution No. 145).

Subsequently, the Chair of the General Meeting invited the shareholders to vote on the revised draft of the Fit and Proper Policy, as posted and available on the Company's website https://admieholding.gr/en/general-meetings/.

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 revised text of the Company's Fit and Proper Policy.

ITEM 12: Election of the new Board of Directors with a four year (4-year) term and appointment of independent non-executive Members in accordance with Article 5§2 of Law 4706/2020.

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

* If applicable.

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

Regarding the twelfth item on the agenda, the president of the General Meeting reports that the Company's current Board of Directors was elected pursuant to the General Meeting of the Company dated 20.12.2023, for a three-year term expiring on 19.12.2026, automatically extended until the first Annual General Meeting following the expiry of the term of office of its members, in accordance with the Law and the Company's Articles of Association in force. Subsequently, the elected Board of Directors was constituted as a body on the same date, pursuant to the relevant resolution of the Company's Board of Directors dated 20.12.2023, and was thereafter reconstituted as a body pursuant to the subsequent meetings of the Board of Directors dated 17.01.2024, 26.04.2024, 16.05.2024 and 01.04.2025.

Pursuant to the recommendation of the Company's Remuneration and Nomination Committee (Resolution No. 160.5/22.06.2026) (the "Committee"), which was unanimously accepted by the members of the Board of Directors at its meeting No. 160/26.06.2026, it is proposed that the current members of the Company's Board of Directors be re-elected and that one additional member be appointed to the Board, for a four-year term of office, in accordance with the relevant amendment to Article 11 (regarding the Composition and Term of Office of the Board of Directors) of the Company's Articles of Incorporation, as referred to above in Item 8 of this document.

The Chairman of the Board of Directors stated that the current Board consists of six (6) members, of whom one (1) is female. In accordance with the Committee's recommendation, it is considered necessary to ensure adequate representation of the underrepresented gender on the Board of Directors, so that such representation is not less than twenty-five per cent (25%) of the total number of Board members, in accordance with Article 3A(2) of Law 4706/2020, as well as Article 3A(5) thereof, which provides that, where the calculation results in a fraction, the percentages referred to in paragraphs 2 and 3 shall be rounded to the nearest whole number.

In particular, in its above recommendation, the Committee reminded the members of the Board of Directors of the results of the recent individual assessment of the members of the Board of Directors and the collective assessment of the Board and its Committees, as recorded in the minutes of the meeting of the Company's Remuneration and Nomination Committee (No. 36/16.03.2026), entitled: "2025 Annual Evaluation of the Members of the Board of Directors and its Committees by the Remuneration and Nomination Committee and 2026 Board Member Training Plan." The Committee further noted that, following its assessment of each of the proposed candidates for appointment to the Board of Directors, namely, the six (6) current members of the existing Board, whose individual assessments against the criteria of the Fit and Proper Policy remained unchanged, together with one new proposed candidate, Ms Dimitra Nanou, daughter of Georgios, it concluded that:

A. both the appointment of the above proposed new member to the Board of Directors and the re-election of each of the six (6) current members of the Board of Directors for a four-year term of office (also taking into account the corresponding amendment to Article 11 (Composition and Term of Office of the Board of Directors) of the Company's Articles of Association, as referred to above under Item 8 of the present agenda), namely the following members:

1. **Ioannis Karampelas**, son of Dimitrios
2. **Niki Achtypi**, daughter of Charalampos
3. **Konstantinos Angelopoulos**, son of Loukas
4. **Vasilios Mikas**, son of Dimitrios
5. **Konstantinos Drivas**, son of Georgios
6. **Charalampos Xydis**, son of Ioannis
7. **Dimitra Nanou**, daughter of Georgios

B. as well as the appointment of Konstantinos Aggelopoulos, Konstantinos Drivas, Vasilios Mikas and Charalampos Xydis as independent non-executive members of the Board of Directors,

fully satisfy the individual and collective suitability criteria set out in the Company's approved Fit and Proper Policy, the requirements and criteria of Law 4706/2020, the updated Circular No. 60 of the Hellenic Capital Market Commission, and, more generally, the corporate governance regulatory framework applicable to companies whose shares are admitted to trading on a regulated market.

The proposed composition of the Board of Directors was assessed by the Committee in order to enable the Board to determine that both the Board collectively and the committees to be established following the election of the new Board members, in accordance with the applicable legal provisions, will possess the appropriate balance of knowledge, skills, experience, diversity and independence required for the effective discharge of their duties. The Committee further determined that each of the members proposed for re-election, as well as the proposed new candidate, makes a significant contribution to the work of the Board of Directors and that all members will be able to demonstrate the necessary commitment to their role.

The members of the Committee, following discussions with the Company's Chief Executive Officer and with the Compliance Unit, concluded that, as the Board of Directors unanimously ascertained, in order for the Company to comply with the provisions of Law 5178/2025 by the deadline of 30.06.2026, one additional member should be added to the Board of Directors, who:

- meets the suitability criteria of the Company's Fit and Proper Policy;
- meets the specifications of those criteria in accordance with the Succession Plan for Board Members and the Chief Executive Officer;
- contributes to achieving 25% representation of the underrepresented gender on the Board of Directors.

Taking all of the above into consideration, the Committee proceeded with the assessment of Ms Nanou's individual suitability, which was unanimously confirmed by the Board of Directors and is summarised as follows:

α. **Knowledge and Skills Criterion**: Based on its review of the candidate's curriculum vitae and academic qualifications, the Committee determined that Ms Nanou is a lawyer and has been a member of the Athens Bar Association since 2000, with extensive experience in both advisory and litigation practice. She specialises in employment law, contract law, commercial law and corporate law, while her principal areas of professional interest include employment law, institutional shareholders and corporate governance, as well as the legal and regulatory framework governing foreign direct investment into and out of Greece. Ms Nanou also holds the following academic qualifications:
• D.E.A. de Droit francophone des Affaires (Postgraduate Diploma in Business Law), Université Paris I – Panthéon Sorbonne, France;
• D.E.S. en Droit Économique (Postgraduate Diploma in Economic Law), Université Catholique de Louvain, Louvain-la-Neuve, Belgium; and
• LL.B., Faculty of Law, Aristotle University of Thessaloniki.

On the basis of the above, and following the Committee's recommendation, the members of the Board of Directors concluded that Ms Nanou **satisfies the knowledge and skills criterion,** as she possesses the legal expertise required to understand the legislative and regulatory framework governing listed companies.

β. **Integrity and Reputation Criterion** For the purposes of assessing compliance with this criterion, the members of the Committee conducted a review of the candidate's background through publicly available sources on the internet and identified no adverse information. In addition, Ms Nanou submitted a solemn declaration stating that:
"a) No final and binding court judgment has been issued, within one (1) year prior to or following my election as a member of the Board of Directors, finding me liable for transactions detrimental to a company, whether listed or unlisted, falling within the scope of Law 4548/2018, in accordance with Article 3(4) of Law 4706/2020. Should any such final and binding court judgment be issued, I undertake to notify the Company without undue delay.

(b) I do not carry out, either on my own behalf or on behalf of third parties, any activities falling within the Company's objects, nor do I participate as a general partner or as the sole shareholder or sole partner in companies pursuing such activities, in accordance with Article 98(1) of Law 4548/2018."

Ms Nanou also submitted evidence that she has applied for the issuance of a criminal record certificate, which is currently pending.
On the basis of the above, and following the Committee's recommendation, the members of the Board of Directors concluded that Ms Nanou **satisfies the integrity and reputation criterion,** as no information has been identified that would indicate, or give rise to any suspicion, to the contrary.

γ. **Conflict of Interest** The Committee examined whether any actual or potential situation or relationship existed that could give rise to a conflict of interest between the candidate and the Company. This assessment was based on a review of the information submitted through the Information Form and the Conflict of Interest Declaration, in accordance with the Company's prevailing Conflict of Interest Policy and Procedure, as well as a public search of information available online. No conflict of interest was identified. Accordingly, the members of the Board of Directors, having also taken into consideration the relevant recommendation of the Committee, conclude that this criterion **is also satisfied.**

δ. **Independence of Judgement and Fulfilment of the Independence Criteria under Article 9 of Law 4706/2020.** For this criterion, the Committee reviewed the information submitted by the candidate through the Information Form and the Conflict of Interest Declaration. No relationship was identified that could impair her independence of judgment. On the basis of the above, and following the Committee's recommendation, the members of the Board of Directors concluded that Ms Nanou **satisfies the criterion of independence of judgement.**

ε. **Time Commitment** The Committee determined that the candidate has sufficient time to perform her duties, taking into account her other disclosed professional commitments, as well as her declaration in the Information Form that she has adequate time to devote to the role. Based on the above, the members of the Board of Directors, having also taken into consideration the relevant recommendation of the Committee, conclude that Ms Nanou **satisfies the required criterion of sufficient time commitment.**

The Committee subsequently proceeded to assess the collective suitability of the Board of Directors following the proposed appointment of the new candidate member. It concluded, as was unanimously confirmed by the Board of Directors, that:

α) **the Board of Directors**, in terms of its qualifications, size and composition, is well aligned with the Company's business model and strategy; effective cooperation among the members is ensured; and no need arises for the replacement of any members of the Board of Directors or its Committees.

β) **The Chairman and Chief Executive Officer, in his capacity as Chairman, exercises the powers provided for by law and the Articles of Association. In particular, he presides over the Board of Directors and is responsible for its overall effective and efficient operation, including the organisation of its meetings.** At the same time, he promotes a culture of openness and constructive dialogue during the Board's proceedings, facilitates and fosters positive and constructive relationships among Board members, and encourages the effective contribution of all non-executive members to the Board's work by ensuring that they receive timely, complete and accurate information. The Chairman ensures that the Board of Directors as a whole has a sufficient understanding of the views of the shareholders. The Chairman of the Board of Directors is responsible for ensuring effective communication with shareholders, guided by the principles of fair and equal treatment of their interests, and for fostering a constructive dialogue with them in order to understand their views. It is further confirmed that the Chairman and Chief Executive Officer works closely with the Corporate Secretary in preparing the meetings of the Board of Directors and ensuring that its members are fully informed.

γ) **The Chairman and Chief Executive Officer**, in his capacity as Chief Executive Officer, implements the strategy determined by the Board of Directors, identifies risks arising from the Company's business activities and, where circumstances so require, takes appropriate measures and decisions regarding the risks undertaken. He also ensures that all information necessary for the members of the Board of Directors to perform their duties is available to them at all times.

- All independent non-executive members of the Board of Directors meet the independence criterion, and a sufficient number of independent non-executive Board members is achieved (not fewer than one third (1/3) of the total number of Board members, in accordance with article 5 of Law 4706/2020), as well as the specific requirements of the approved Succession Plan for Board Members and the Chief Executive Officer.
- With the addition of the new proposed member, the composition of the proposed Board of Directors continues to comply with the minimum gender representation requirement of twenty-five per cent (25%) of the total number of Board members, in accordance with Article 3A(2) of Law 4706/2020, as well as Article 3A(5), which provides that, where the calculation results in a fraction, the percentages referred to in paragraphs 2 and 3 are rounded to the nearest whole number.

Accordingly, having taken into consideration all of the above, together with the relevant recommendation of the Committee, the Board of Directors unanimously determined that all of the above proposed members of the Board of Directors satisfy all the individual suitability criteria set out in the Company's Suitability Policy, the Rules of Procedure of the Committee, the Company's Internal Rules of Procedure, and the Corporate Governance Code, as well as the independence criteria and requirements prescribed by Article 9 of Law 4706/2020 and the relevant regulatory acts of the Hellenic Capital Market Commission, concerning its independent non-executive members.

Furthermore, the Board of Directors unanimously assessed the collective suitability of the Board and concluded that its composition reflects best practices and provides the knowledge, skills and experience required for the proper discharge of its responsibilities. Specifically, the members standing for re-election, together with the newly proposed candidate, collectively possess the necessary knowledge, skills and ability to express and contribute their views effectively, while ensuring that, through the combined expertise of its members, the Board adequately covers all areas in which the Company operates.

The Chairman of the General Meeting then proposed that the shareholders adopt resolutions

(a) to **re-elect all current members of the Company's Board of Directors;**

(b) to appoint the new candidate, **Ms Dimitra Nanou,** daughter of Georgios, as an additional member of the Company's Board of Directors, without the status of an independent non-executive member; and

(c) to appoint Messrs. **Konstantinos Aggelopoulos, Konstantinos Drivas, Vasilios Mikas and Charalampos Xydis** as independent non-executive members of the Board of Directors,

In light of the above, the General Meeting is invited to elect the members of the new Board of Directors and, in the exercise of its authority, to designate the independent members thereof concurrently with their election.

Specifically,

1. **Ioannis Karampelas**, son of Dimitrios

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 election of Ioannis Karampelas, son of Dimitrios

2. **Niki Achtypi**, daughter of Charalampos

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 election of Niki Achtypi, daughter of Charalampos.

3. **Konstantinos Angelopoulos**, son of Loukas

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 election of Konstantinos Angelopoulos, son of Loukas and his **election as an independent member.**

4. **Vasilios Mikas**, son of Dimitrios

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 election of Vasilios Mikas, son of Dimitrios, and his appointment as an independent member.

5. **Konstantinos Drivas**, son of Georgios

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 election of Konstantinos Drivas, son of Georgios and his **election as an independent member.**

6. **Charalampos Xydis**, son of Ioannis

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 election of Vasilios Charalampos Xydis son of Ioannis, and **his appointment as an independent member**.

7. **Dimitra Nanou**, daughter of Georgios

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 election of Dimitra Nanou, daughter of Georgios.

Following the above election of the members of the Board of Directors for a four-year term of office, expiring on 16 July 2030 and automatically extended until the next Annual General Meeting of the Company's shareholders, the newly elected Board of Directors shall convene to constitute itself as a body and shall thereafter appoint its committees in accordance with the applicable legal provisions.

ITEM 13: Determination of the type of the Company's Audit Committee, its term, number and capacity of its members, in accordance with Article 44, Law 4449/2017, as amended and in force.

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

With respect to the thirteenth item on the agenda, the Chairman of the General Meeting proposed that a resolution be adopted regarding the type, composition (number and status of members) and term of office of the Company's Audit Committee, and in particular:

(a) To confirm the type of the Audit Committee, which shall continue to operate as a committee of the Board of Directors, composed exclusively of Non-Executive Directors, the majority of whom shall be independent of the Company in accordance with Article 9 of Law 4706/2020.

(b) To redefine the composition of the Audit Committee, so that it shall consist of three (3) members, all of whom shall be Non-Executive Directors, the majority of whom shall be independent of the Company in accordance with Article 9 of Law 4706/2020. (c) To confirm the term of office of the Audit Committee, which shall continue to coincide with the term of office of the Board of Directors then in office, namely four (4) years and, in the present case, expiring on 16 July 2030.

The Board of Directors is authorised by the General Meeting to appoint the members of the Audit Committee.

Following a lawful vote, the Ordinary General Meeting approved, 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], the above recommendation of the President of the General Meeting regarding the Company's Audit Committee.

ITEM 14: 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.

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

On the fourteenth 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 15: Other Announcements.

[*] If applicable.