

**POSTING ON THE COMPANY'S WEBSITE IN ACCORDANCE WITH  
ARTICLE 123 § 4 OF LAW 4548/2018 AS SUCH IS IN FORCE**

**ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE  
SOCIETE ANONYME UNDER THE NAME  
"Quest Holdings Société Anonyme"**

**(FISCAL YEAR 1/1/2023 – 31/12/2023)**

**Thursday, 13 June 2024, 16:00 hrs  
Kallithea, 19-23 Al. Pantou St., ground floor**

In case the quorum required by law and the Articles of Association for the passing of resolutions on all or specific items of the initial Agenda of 13.06.2024 is not ascertained, the General Meeting will convene anew at a Repeat Meeting on 02 July 2024, day of the week Tuesday at 16:00 hrs, at the seat of the Company in the Municipality of Kallithea, Attica and, more specifically, in the office building of its subsidiary company under the name "Uni Systems S.M.S.A." at 19-23 Al. Pantou St. (event hall, ground floor).

It is hereby noted no new invitation will be published for the Repeat Meeting in accordance with § 2 of article 130 of Law 4548/2018.

**A. RECOMMENDATIONS OF THE BOARD OF DIRECTORS ON THE ITEMS OF THE AGENDA OF THE  
ORDINARY GENERAL MEETING OF 13.06.2024**

**1<sup>st</sup> Item**

**Submission for approval of the annual financial statements as at 31 December 2023 (separate and consolidated financial statements), in accordance with the International Financial Reporting Standards (IFRS), together with the Report of the Board of Directors and the Auditors' Report.**

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

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

The Board of Directors recommends to the General Meeting the approval of the annual financial statements as at 31 December 2023 (separate and consolidated financial statements), in accordance with the International Financial Reporting Standards (IFRS), together with the Report of the Board of Directors and the Auditors' Report pursuant to law 4548/2018, as such is in force.

The annual financial statements were approved by the Board of Directors of the Company, following relevant recommendation of the Audit Committee, were published in accordance with the law, and have been posted on the Company's website ([www.quest.gr](http://www.quest.gr)) on 4 April 2024. In addition, the relevant Press Release is posted on the Company's website.

**2<sup>nd</sup> Item**

**Approval of distribution of profits for the fiscal year 01.01.2023 - 31.12.2023 and distribution of dividend to the shareholders, and approval of the distribution of the retained earnings of previous years**

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

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

*It is hereby noted that the members of the Board of Directors and the employees of the Company who will attend the General Meeting are entitled to vote for their release only with shares they own or with the shares that represent other shareholders by virtue of a special explicit authorization and mandate for their release.*

The General Meeting will be called upon to decide on the approval of the distribution of profits for the fiscal year 01.01.2023 - 31.12.2023 and in particular the approval of the distribution of a dividend for the fiscal year 2023 amounting to the gross amount of €0.1031 per share and excluding the treasury shares held by the Company at the record date. A 5% tax will be withheld from the above amount to be distributed as dividend.

Moreover, the General Meeting will be requested to approve the distribution of the retained earnings balance of previous years (2020 & 2021) and in particular the retained earnings balance of the financial year 2020, amounting in total to €7,337,741.58, and part of the retained earnings balance of the financial year 2021, amounting in total to €5,054,018.40, i.e., a gross amount per share (for 2020 & 2021) of €0,1169 and excluding the treasury shares held by the Company at the record date. A 5% tax will be withheld from the above amounts for distribution of the retained earnings balance for the years 2020 and 2021.

Therefore, according to the above, the total gross amount per share to be distributed (2023 dividend and 2020 and 2021 retained earnings balance) will amount to twenty-two cents (€0.22) and, after withholding tax of 5%, to a net amount of €0.2090.

According to the Company's financial calendar, the ex-date for the distribution of the dividend is Tuesday 25 June 2024, the Record Date is Wednesday 26 June 2024 while its payment will begin on Monday 1 July 2024.

### **3<sup>rd</sup> Item**

**Information from the Chairman of the Audit Committee to the shareholders about the activities of the Audit Committee during the fiscal year 2023.**

*Required Quorum: no required quorum. This item is informative (in accordance with article 44, § 1i of law 4449/2017, as such is in force)*

*Required majority: no required majority. This item is informative (in accordance with article 44, § 1i of law 4449/2017, as such is in force)*

In accordance with article 44, § 1i of law 4449/2017, as such is in force and pursuant to the Rules of Operation of the Audit Committee, the Annual Report of the Audit Committee for the fiscal year 01.01.2023 – 31.12.2023, which has been posted on the Company's website ([www.quest.gr](http://www.quest.gr)) is submitted to the General Meeting.

### **4<sup>th</sup> Item**

**Information from the Independent Vice-Chairman of the Board of Directors on the activities of the independent non-executive members of the Board of Directors in the 2023 fiscal year in accordance with article 9 § 5 of law 4706/2020**

*Required Quorum: no required quorum. This item is informative (in accordance with article 9 § 5 of law 4706/2020)*

*Required majority: no required majority. This item is informative (in accordance with article 9 § 5 of law 4706/2020)*

In accordance with article 9 § 5 of law 4706/2020 the Annual Report of the independent non-executive members of the Board of Directors for the fiscal year 01.01.2023 - 31.12.2023, which has been posted on the Company's website (www.quest.gr), is submitted to the General Meeting of Shareholders.

#### **5<sup>th</sup> Item**

**Approval of the overall management of the Board of Directors of the Company during the 2023 fiscal year and release of the members of the Board of Directors and the Certified Auditors from any liability for compensation for their activities during the fiscal year 2023**

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

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

*It is hereby noted that the members of the Board of Directors and the employees of the Company who will attend the General Meeting are entitled to vote for their release only with shares they own or with the shares that represent other shareholders by virtue of a special explicit authorization and mandate for their release.*

The General Meeting will be called upon to decide on the overall management of the Board of Directors of the Company during the 2023 fiscal year in accordance with article 108 of law 4548/2018 and the release the Certified Auditors from any liability for compensation for their activities during the 2023 fiscal year in accordance with article 117 of law 4548/2018.

#### **6<sup>th</sup> Item**

**Approval of the remuneration and compensation paid to the members of the Board of Directors for the 2023 fiscal year and advance payment of remuneration and compensation for the 2024 fiscal year**

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

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

The Board of Directors will recommend to the General Meeting the approval of all remuneration and compensation paid to the members of the Board of Directors during the 2023 corporate fiscal year, relating to their participation in the meetings of the Board of Directors and the meetings of the Committees of the Board of Directors, in accordance with the more specific provisions of article 109 of law 4548/2018 as such is in force. Last year's Ordinary General Meeting of 15.6.2023, pre-approved a total amount of up to € 750,000; the final remuneration and compensation paid to the Members of the Board of Directors during the 2023 fiscal year amounted to the total sum of €473,400. It is hereby noted that all the sums paid submitted for approval are gross before all corresponding taxes and other legal deductions.

Furthermore, the Board of Directors will recommend to the General Meeting to approve the advance payment of a total gross amount of up € 750,000 as remuneration and compensation to the members of the Board of Directors relating to their participation in the meetings of the

Board of Directors and the meetings of the Committees of the Board of Directors in the 2024 fiscal year until the next Ordinary General Meeting according to article 109 of Law 4548/2018 as such is in force and, of course, within the framework of the Remuneration Policy approved by the General Meeting and to authorise the Board of Directors to determine the gross compensation and remuneration per member of the Board of Directors for his/her participation in the meetings of the Board of Directors and the meetings of the Committees of the Board of Directors.

#### **7<sup>th</sup> Item**

**Submission for discussion and voting at the General Meeting of the Remuneration Report of the members of the Board of Directors of the Company according to article 112 § 3 of Law 4548/2018**

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

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

The Board of Directors, upon recommendation of the Remuneration Committee and following the audit of the Remuneration Report carried out by the certified auditors, will bring to the attention of the General Meeting of Shareholders the Remuneration Report for the members of the Board of Directors for the fiscal year 2023, according to article 112 § 3 of Law 4548/2018 for discussion and voting. It is hereby noted that the shareholders' vote regarding the Remuneration Report, in the context of this item on the agenda, is advisory, in order to be taken into account by the Board of Directors in the next Remuneration Report (for the 2024 fiscal year). The Remuneration Report has been posted on the Company's website ([www.quest.gr](http://www.quest.gr)).

#### **8<sup>th</sup> Item**

**Election of an auditing company of Certified Auditors - Accountants for the audit of the financial statements and the audit for the issuance of the tax certificate for the fiscal year 1/1/2024 - 31/12/2024 and determination of its remuneration**

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

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

Upon recommendation of the Audit Committee, the Board of Directors unanimously proposes to the General Meeting of Shareholders the election of the société anonyme under the name KPMG Certified Auditors S.A. (Institute of CPA (SOEL) No. 114 - TIN 094415531), that has its seat in Agia Paraskevi, at 3 Stratigou Tombra St., Postal Code 15342, for the regular audit of the company financial statements and the consolidated financial statements for the fiscal year 1/1/2024-31/12/2024 and the tax compliance audit for the fiscal year 2024.

The total fees of the above auditors' company are set at a maximum of thirty-five thousand (€ 35,000) euros, plus the corresponding VAT, for the regular financial audit of the fiscal year 2024 and for the tax compliance audit for the fiscal year 2024.

Furthermore, the Board of Directors recommends to the General Meeting the appointment of: a. Mr. Alexandros Petros Veldekis, son of Dimitrios, Certified Public Accountant, with Institute of CPA (SOEL) No. 26141, and TIN 054918047, resident of Nikaia, Attica (56 Matrozou Street, Attica), as regular Certified Auditor and b. of Mr. Charalambos Syrounis, son of Georgios, Certified Public Accountant, with Institute of CPA (SOEL) No. 19071, and TIN 053736402 holder of ID number AK239543, resident of Melissa Attica (10 Samou St.), as Deputy Certified Auditor.

It is pointed out that the total fees of the Company's certified auditors for the fiscal year 2023 concerned in total (100%) audit work. No non-audit work was carried out. Taking into account the above, the Audit Committee considered that the objectivity and independence of the certified auditors was fully ensured for the 2023 fiscal year. The independence of the certified auditors was also confirmed in writing by the auditors' company itself in its letter addressed to the Audit Committee.

#### **9<sup>th</sup> Item**

**Establishment of a plan for the free distribution of Company's shares and approval of the free distribution of Company's shares to members of the Board of Directors of the Company and its affiliated companies within the meaning of article 32 of Law 4308/2014, pursuant to the provisions of article 114 of Law 4548/2018 - Authorisation**

*Required Quorum: 1/2 (50%) of the Company's paid-up share capital*

*Required majority: 2/3 (66.67%) of the votes represented in the Meeting*

The Board of Directors will recommend to the General Meeting of Shareholders, upon the recommendation of the Remuneration Committee, to approve the establishment of a plan for the free distribution of up to one hundred and ninety-five thousand three hundred and ninety-two (195,392) treasury shares (common registered shares with voting rights) of the Company for the fiscal year 2023. The treasury shares (common registered shares with voting rights) will be distributed free of charge, within the first half of 2026, without any obligation to retain them for a certain period of time, to executive members of the Board of Directors of the Company (excluding the Chairman of the Board of Directors) and to the CEOs of affiliated companies (within the meaning of article 32 of Law 4308/2014).

The plan proposed to be established is in line with the Remuneration Policy approved by the General Meeting, the Company's Articles of Association, and the applicable legislation.

The conditions for implementing the proposed plan (Senior Executives' Long-Term Incentive Plan) are set out in the - approved on 21 December 2021 by the Board of Directors - Senior Executives' Variable Remuneration System.

This plan is proposed to be established in order to achieve the following objectives:

- Reward the contribution of the Group's Senior Executives (*i.e., the Group CEO and the Group Deputy CEO, other executive members of the Board of Directors of the Group's parent company, as well as the CEOs of major subsidiaries of the Group (as appointed by the Board of Directors of the Group's parent company (Quest Holdings S.A.) in the context of law 4706/2020, as in force from time to time and in particular ACS, Uni Systems, Info Quest Technologies, ISquare*) in the achievement of the Company and the

Group's financial and non-financial objectives set on the basis of the relevant resolution of the Company's Board of Directors and in accordance with the Senior Executives' Variable Remuneration System approved by the Board of Directors and the Remuneration Policy approved by the General Meeting. It is noted that the Senior Executives' Variable Remuneration System is in force from the year 2022 for three (3) years, i.e., until the year 2024;

- Maintain the Group's high level of remuneration and philosophy, with the introduction, however, of many basic market conditions and rules;
- Enhance the Group's competitiveness both in terms of evaluation by the investors and in terms of attracting executives through the setting up of a system of high fixed and variable remuneration;
- Greater alignment of the interests of Shareholders and Senior Executives by introducing long-term goals and rewarding their achievement with shares, and
- Strengthen the Group's governance system and professional management.

Under the Senior Executives' Variable Remuneration System, 30% of the variable remuneration of the respective reporting year is paid in shares of "Quest Holdings SA" upon achievement of additional three-year goals.

In execution of the Senior Executives' Variable Remuneration System, a Senior Executive Shares Distribution Procedure has been established and approved by the Board of Directors to determine the procedural steps to implement the Senior Executives' Long-Term Incentive Plan. In accordance with the Procedure for Distribution of Shares to Senior Executives, the following procedure is observed for the calculation, the granted shares, and final vested shares to Senior Executives:

1. The achievement of the goals in the respective reference year (2022-2024) is assessed and the amount concerning the 30% is determined as deferred variable remuneration.
2. Upon finalization of the annual financial statements of the Company and the Group companies, the exact number of Granted Shares that each Senior Executive is entitled to receive in the future is calculated based on the average closing price of the Company's share on the Athens Stock Exchange during the last (5) five business days of the reference year (i.e., the year to which the calculation of the Granted Shares that each Senior Executive is entitled to receive in the future which correspond to 30% of his variable remuneration - e.g. for the 30% of the variable remuneration of the year 2023 the exact number of Granted Shares each Senior Executive will be entitled to receive in 2026 will be calculated on the basis of the average closing price of the Company's share on the Athens Stock Exchange for the last (5) five business days of the year 2023) and rounded to the next integer. Upon the distribution (transfer) of the shares to the Senior Executives, the amounts corresponding (to the number of such shares being distributed-transferred) to any dividends and capital repayments paid during the three-year period under consideration (e.g., 2022-2024 and until the distribution of the shares by the Company to each Senior Executive) which correspond to the shares to be transferred to each Senior Executive, shall also be paid.
3. Quest Holdings' Remuneration Committee, Board of Directors and General Meeting shall approve the number of Granted Shares that may be granted to the Senior Executives at the end of the three-year period (i.e., the Company's General Meeting of Shareholders in 2024 will approve the Granted Shares relating to the year 2023 to be

granted in 2026 and in subsequent years, respectively). The Senior Executives will receive a certificate within the month following such approval, which will include the maximum number of shares and the terms and conditions applicable under the Senior Executives' Variable Remuneration Plan in order to receive the shares at the end of the plan.

4. The Company, through its competent corporate bodies, shall, at the end of the three-year period, evaluate the achievement of the additional goals in accordance with the provisions of the Senior Executives' Variable Remuneration System, and calculate the exact number of Vested Shares to which the Senior Executives are entitled.
5. The competent corporate bodies of the Company shall calculate the exact number of shares and proceed to their purchase and free distribution to the respective Senior Executives.
6. The Senior Executives for whom the Granted Shares have been vested shall receive a separate remuneration certificate in hard copy from the Group's subsidiaries to which they belong, which will clearly indicate the date and number of the final vested shares, as well as the value of the shares at the time of their final distribution.

This plan is considered a voluntary benefit, paid at the Company's discretion, subject to the Company's right to revoke, modify or terminate it at any time, without prejudice to the exercise of the Company's right of revocation of vested rights.

Following the aforementioned, the Board of Directors will recommend to the General Meeting of Shareholders to approve the establishment of a free distribution plan of up to one hundred and ninety-five thousand three hundred and ninety-two (195,392) of the Company's treasury shares (common registered shares with voting rights) and the free distribution of the Company's treasury shares in 2026, without any obligation to retain the shares for a certain period, to executive members of the Company's Board of Directors (excluding the Chairman of the Board of Directors) and to the CEOs of affiliated companies within the meaning of article 32 of Law 4308/2014, in accordance with the provisions of article 114 of Law 4548/2018, following an assessment by the Board of Directors at the end of the three-year period (2023-2025) of the achievement of additional goals, as set out in the Senior Executives' Variable Remuneration System, and calculation of the exact number of Vested Shares to which the Senior Executives are entitled.

It will also be recommended to the General Meeting of Shareholders to authorize the Board of Directors to proceed to all actions required for the implementation of the resolution, such as to evaluate at the end of the three-year period (2023-2025) the achievement of the additional goals, in accordance with the provisions of the Senior Executives' Variable Remuneration System, to determine the beneficiaries and the specific conditions for distribution (including, but not limited to, to evaluate and ascertain the fulfilment of the conditions for the distribution of the shares to the beneficiaries, to finalize the final number of shares to be distributed per beneficiary, to prepare and approve the documents required for the distribution, and to authorize their signature and submission in order for the distribution to be implemented, etc.), always in accordance with the Senior Executives' Variable Remuneration System, the Remuneration Policy, the Procedure for the Distribution of Shares to Senior Executives and the



relevant recommendations of the Company's Remuneration Committee. The Board of Directors may delegate part of the powers delegated to it according to the above to one or more persons who are members of the Board of Directors.

#### **10<sup>th</sup> Item**

**Purchase of treasury shares pursuant to article 49 of Law 4548/2018, as in force - Authorization to the Board of Directors of the Company**

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

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

The Board of Directors will recommend to the General Meeting of Shareholders to allow the Company to acquire treasury shares in accordance with the provisions of article 49 of Law 4548/2018, as in force, and to authorize the Board of Directors to implement it.

In particular, the Company will be entitled, within the period provided by law, which may not exceed twenty-four (24) months, to directly or indirectly acquire treasury shares, up to 10% of its paid-up share capital at any given time. Said 10% shall include the shares previously acquired and retained for the purpose of capital reduction, distribution to staff or for any other purposes provided for by law.

The Board of Directors will also recommend to the General Meeting to approve a maximum (20€) and a minimum (0.5€) purchase price for the Company's treasury shares.

#### **11<sup>th</sup> Item**

**Granting permission to the members of the Board of Directors and the Executives for carrying out the operations provided for in § 1 of article 98 of law 4548/2018, as such is in force.**

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

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

The Board of Directors will recommend to the General Meeting of Shareholders the granting of permission to the members of the Board of Directors and the Executives of the Company to carry out the operations provided for in § 1 of article 98 of Law 4548/2018, as such is in force.

#### **12<sup>th</sup> Item:**

**Miscellaneous - Announcements**

This item includes various announcements made by the Company's Board of Directors on issues that the Board of Directors wishes to disclose to the Annual Ordinary General Meeting of Shareholders, on which no discussion or voting for passing a resolution is required.

## **B. DOCUMENTS SUBMITTED TO THE GENERAL MEETING**

**A. The Annual Financial Statements** together with the Report of the Board of Directors and the Auditors' Report are available on the Company's website ([www.quest.gr](http://www.quest.gr)).

**B. The Report of the Audit Committee** is available on the Company's website ([www.quest.gr](http://www.quest.gr)).

**C. The Remuneration Report and the audit report** are available on the Company's website ([www.quest.gr](http://www.quest.gr)).

**D. The Reports of**

- i. The Remuneration Committee and
- ii. The Nomination and Corporate Governance Committee

have been included in the corporate governance statement contained in the Annual Financial Report for the 2023 fiscal year and have been posted separately in the context of the documents submitted to the General Meeting and are available on the Company's website ([www.quest.gr](http://www.quest.gr))

**E. The Report of the Independent non-Executive Members of the Board of Directors** to the Annual Ordinary General Meeting of the Shareholders in accordance with article 9 § 5 of law 4706/2020, is available on the Company's website ([www.quest.gr](http://www.quest.gr))

## C. DRAFT RESOLUTIONS OF THE GENERAL MEETING

### 1<sup>st</sup> ITEM

**Submission for approval of the annual financial statements as at 31 December 2023 (separate and consolidated financial statements), in accordance with the International Financial Reporting Standards (IFRS), together with the Report of the Board of Directors and the Auditors' Report**

The General Meeting following a legal vote with ..... valid votes corresponding to.... % of the paid-up share capital with voting rights, unanimously approved the annual financial statements as at 31 December 2023 (separate and consolidated), in accordance with the International Financial Reporting Standards (IFRS), together with the reports of the Board of Directors and the Auditors thereon, in accordance with Law 4548/2018, as in force.

### 2<sup>nd</sup> ITEM

**Approval of distribution of profits for the fiscal year 01.01.2023 - 31.12.2023 and distribution of dividend to the shareholders, and approval of the distribution of the retained earnings of previous years**

The General Meeting following a legal vote with ..... valid votes corresponding to.... ..% of the paid-up share capital with voting rights, approved the distribution of profits for the fiscal year 01.01.2023 - 31.12.2023 and in particular approved the distribution of a dividend for the 2023 fiscal year amounting to the gross amount of €0,1031 per share excluding the treasury shares that the Company will hold at the record date, as well as approved the distribution of the balance of retained earnings for the 2020 fiscal year amounting in total to €7,337,741.58 and part of the balance of retained earnings for the 2021 fiscal year amounting in total to €5,054,018.40, i.e., a gross amount per share (for 2020 and 2021) of €0,1169 excluding the treasury shares held by the Company at the record date, i.e., according to the above, the total gross amount per share to be distributed (2023 dividend and 2020 and 2021 retained earnings balance) amounts to twenty-two cents (€0,22) and after the withholding tax of 5% to a net amount of €0,2090. The General Meeting also authorized the Board of Directors to proceed to all further actions for the implementation of this resolution.

### 3<sup>rd</sup> Item:

**Information from the Chairman of the Audit Committee to the shareholders about the activities of the Audit Committee during the fiscal year 2023**

*No item to vote or pass a resolution on.*

The Ordinary General Meeting was informed about the performance of the Audit Committee during the 2023 fiscal year.

### 4<sup>th</sup> Item:

**Information from the Independent Vice-Chairman of the Board of Directors on the activities of the independent non-executive members of the Board of Directors in the 2023 fiscal year in accordance with article 9 § 5 of law 4706/2020**

*No item to vote or pass a resolution on.*

The Ordinary General Meeting was informed about the activities of the independent non-executive members of the Board of Directors during the 2023 fiscal year.

**5<sup>th</sup> Item:**

**Approval of the overall management of the Board of Directors of the Company during the 2023 fiscal year and release of the members of the Board of Directors and the Certified Auditors from any liability for compensation for their activities during the fiscal year 2023**

The Ordinary General Meeting following a legal vote with ..... valid votes corresponding to.... ..% of the paid-up share capital with voting rights, unanimously approved the overall management of the Company for the 2023 fiscal year in accordance with article 108 of law 4548/2018 and released the certified auditors of the Company from any liability for compensation for said fiscal year in accordance with article 117 of law 4548/2018.

**6<sup>th</sup> Item:**

**Approval of the remuneration and compensation paid to the members of the Board of Directors for the 2023 fiscal year and advance payment of remuneration and compensation for the 2024 fiscal year**

The Ordinary General Meeting following a legal vote with ..... valid votes corresponding to.... ..% of the paid-up share capital with voting rights, approved, based on the pre-approval of the previous Ordinary General Meeting, the remuneration paid relating to the participation of the following persons in the meetings of the Board of Directors and in the Committees of the Company and more specifically: for Mr. Emil Yiannopoulos the sum 63,000€, for Mr. Nikolaos Karamouzis the sum 72,000€, for Mrs. Maria Damanaki the sum 61,800€, for Mrs. Ioanna Dretta the sum of 45,000€, for Mrs. Eftychia Koutsourelis the sum of 36,000€, for Mr. Panagiotis Kyriakopoulos the sum of 70,800€, for Ms. Philippa Michali the sum of 63,000€, for Mr. Ioannis Paniaras the sum of 61,800€, i.e., a total sum of 473,400€.

The Ordinary General Meeting following a legal vote with ..... valid votes corresponding to.... ..% of the paid-up share capital with voting rights, approved the advance payment of fees and remuneration to the members of the Board of Directors relating to their participation in the Board of Directors and in Committees of the Board of Directors for the current fiscal year 2024 until the next Ordinary General Meeting up to the total gross amount of 750,000 euros, according to article 109 of Law 4548/2018 as such is in force and, of course, in the context of the approved remuneration policy.

Last, the Ordinary General Meeting following a legal vote with ..... valid votes corresponding to.... ..% of the paid-up share capital with voting rights, authorized the Board of Directors to determine the gross fees and remuneration for each member of the Board of Directors for his/her participation in the Board of Directors and in the Committees of the Board of Directors.

**7<sup>th</sup> Item**

**Submission for discussion and voting at the General Meeting of the Remuneration Report of the members of the Board of Directors of the Company according to article 112 § 3 of Law 4548/2018**

The Ordinary General Meeting following a legal vote with ..... valid votes corresponding to.... ..% of the paid-up share capital with voting rights, i.e., with ..... valid votes of the shares represented, approved the Remuneration Report of the members of the Board of Directors of the Company for the 2023 fiscal year according to article 112 § 3 of Law 4548/2018.

**8<sup>th</sup> Item:**

**Election of an auditing company of Certified Auditors - Accountants for the audit of the financial statements and the audit for the issuance of the tax certificate for the fiscal year 1/1/2024 - 31/12/2024 and determination of its remuneration**

The Ordinary General Meeting following a legal vote with ..... valid votes corresponding to.... ..% of the paid-up share capital with voting rights, elected the company of Certified Auditors, under the name KPMG Certified Auditors SA. (Institute of CPA (SOEL) No. 114 - TIN 094415531) that has its seat in Agia Paraskevi, at 3 Stratigou Tombra St., Postal Code 15342 in order to carry out the regular audit of the separate and consolidated financial statements for the year 1/1/2024 - 31/12/2024 and the tax compliance audit of the year 2024, with an annual remuneration, which includes the regular audit of the annual financial statements of the Company (both separate and consolidated) for the year ending on 31/12/24 and the tax audit of the same year, up to the maximum amount of € 35,000 plus the corresponding VAT. Furthermore, the General Meeting decides the appointment of: a. Mr. Alexandros Petros Veldekis, son of Dimitrios, Certified Public Accountant, with Institute of CPA (SOEL) No. 26141, and TIN 054918047, resident of Nikaia, Attica (56 Matrozou Street, Attica), as regular Certified Auditor and b. of Mr. Charalambos Syrounis, son of Georgios, Certified Public Accountant, with Institute of CPA (SOEL) No. 19071, and TIN 053736402 holder of ID number AK239543, resident of Melissa Attica (10 Samou St.), as Deputy Certified Auditor.

**9<sup>th</sup> Item**

**Establishment of a plan for the free distribution of Company's shares and approval of the free distribution of Company's shares to members of the Board of Directors of the Company and its affiliated companies within the meaning of article 32 of Law 4308/2014, pursuant to the provisions of article 114 of Law 4548/2018 - Authorisation**

The Ordinary General Meeting following a legal vote with ..... valid votes corresponding to.... ..% of the paid-up share capital with voting rights, decided to establish a free distribution plan of up to one hundred and ninety-five thousand three hundred and ninety-two (195,392) of the Company's treasury shares (common registered shares with voting rights) for the 2023 fiscal year and the free distribution of Company treasury shares in 2026, without any obligation to retain the shares for a certain period, to executive members of the Company's Board of Directors (excluding the Chairman of the Board of Directors) and to the CEOs of affiliated companies within the meaning of Article 32 of Law 4308/2014, in accordance with the provisions of article 114 of Law 4548/2018, following an assessment by the Board of Directors at the end of the three-year period (2023-2025) of the achievement of additional goals, as set out in the Senior Executives' Variable Remuneration System, and calculation of the exact number of Vested Shares to which the Senior Executives are entitled.

Furthermore, the Ordinary General Meeting, following a legal vote with ..... valid votes corresponding to.... ..% of the paid-up share capital with voting rights, authorized the Board of Directors to proceed to all actions required to implement the resolution, such as to evaluate at the end of the three-year period (2023-2025) the achievement of the additional goals, in accordance with the provisions of the Senior Executives' Variable Remuneration System, to determine the beneficiaries, and the specific conditions for distribution (including, but not limited to, to evaluate and ascertain the fulfilment of the conditions for the distribution of the shares to the beneficiaries, to finalize the final number of shares to be distributed per beneficiary, to prepare and approve the documents required for the distribution, and to authorize their signature and submission in order for the distribution to be implemented, etc.), always in accordance with the Senior Executives' Variable Remuneration System, the Remuneration Policy, the Procedure for the Distribution of Shares to Senior Executives and the relevant recommendations of the Company's Remuneration Committee. The Board of Directors may delegate part of the powers delegated to it according to the above to one or more persons who are members of the Board of Directors.

**10<sup>th</sup> Item:**

**Purchase of treasury shares pursuant to article 49 of Law 4548/2018, as in force - Authorization to the Board of Directors of the Company**

The Ordinary General Meeting following a legal vote with ..... valid votes corresponding to.... % of the paid-up share capital with voting rights, i.e., with ..... valid votes of the shares represented, decided that the Company may acquire treasury shares, in accordance with the provisions of article 49 of Law 4548/2018, as in force and authorized the Board of Directors to implement such resolution.

In particular, the Company will be entitled, within the period provided by law, which may not exceed twenty-four (24) months, to directly or indirectly acquire treasury shares, up to 10% of its paid-up share capital at any given time. Said 10% shall include the shares previously acquired and retained for the purpose of capital reduction, distribution to staff or for any other purposes provided for by law. The maximum purchase price of the Company's treasury shares shall be 20€, while the minimum purchase price shall be 0.5€.

**11<sup>th</sup> Item:**

**Granting permission to the members of the Board of Directors and the Executives for carrying out the operations provided for in § 1 of article 98 of law 4548/2018, as such is in force.**

The Ordinary General Meeting following a legal vote with ..... valid votes corresponding to.... % of the paid-up share capital with voting rights, decided to grant permission to the Members of the Board of Directors and the Company Executives to carry out the operations provided for in § 1 of article 98 of law 4548/2018, as such is in force, until the next General Meeting

**12<sup>th</sup> Item:**

**Miscellaneous - Announcements.**

*No item to vote or pass a resolution on.*