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**IN ACCORDANCE WITH ARTICLE 123 § 4 of Law 4548/2018, as**  
**such is in force**

**ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE**  
**SOCIÉTÉ ANONYME UNDER THE NAME**  
**«Quest Holdings Société Anonyme»**  
**(FISCAL YEAR 1/1/2020 – 31/12/2020)**

**Friday 18 June 2021, 11:00 hrs**  
**Kallithea, 19-23 Al. Pantou, ground floor**

In case of non-achievement of the quorum required by law and the Articles of Association in order for the General Meeting to pass resolutions on all or on specific issues of the original Agenda of 18.06.2021, the General Meeting will convene anew at a Repeat Meeting on 9 July 2021, day of the week Friday at 16:00 hrs, at the Company's headquarters in the Municipality of Kallithea, Attica and more specifically in the office building of the affiliate company "Uni Systems SMSA" at 19-23 Al. Pantou St. (event hall, ground floor).

It is hereby noted that no new invitation will be published for the Repeat Meeting according to § 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 18.6.2021**

**1<sup>st</sup> ITEM**

**Submission for approval of the annual financial statements as at December 31, 2020 (Company financial statements 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 December 31, 2020 (Company financial statements 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 and were published in accordance with the law and have been posted on April 8, 2021 on the Company's website ([www.quest.gr](http://www.quest.gr)). In addition, the relevant Press Release has been posted on the Company's website.

**2<sup>nd</sup> ITEM**

**Approval of the overall management of the Board of Directors of the Company during the fiscal year 2020 and release of the members of the Board of Directors and the Certified Auditors from any liability for compensation for the activities during the fiscal year 2020**

*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 noted that the members of the Board of Directors and the employees of the Company who will be present at the General Meeting are entitled to vote for their release only with the shares they own or with which they represent other shareholders with a specific explicit authorization and mandate for such release.*

The General Meeting will be called to decide on the approval of the overall management of the Company by the Board of Directors during the fiscal year 2020, in accordance with article 108 of Law 4548/2018 and to release the Certified Auditors of the Company from

any liability for compensation for their actions during the fiscal year 2020 according to article 117 of law 4548/2018.

### **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 2020.**

*Required Quorum: No required quorum. Informative issue (according to article 44, § 1i of Law 4449/2017, as such is in force)*

*Required majority: No required majority. Informative issue (according to article 44, § 1i of Law 4449/2017, as such is in force)*

According to article 44, § 1i of law 4449/2017, as such is in force, the Annual Report of the Audit Committee for the fiscal year 01.01.2020 - 31.12.2020 is submitted to the General Meeting of Shareholders, which has been posted on the Company website. ([www.quest.gr](http://www.quest.gr)).

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

**Approval of remuneration and compensation of the members of the Board of Directors for the fiscal year 2020 and advance payment of remuneration and compensation for the fiscal year 2021.**

*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 in full of the fees and remuneration paid to the members of the Board of Directors during the fiscal year 2020, for their participation in the meetings of the Board of Directors and in 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. At last year's Ordinary General Meeting, on 26.6.2020, a total amount of up to € 400,000 was pre-approved. The sum that was finally paid to the Members of the Board of Directors for fees and remuneration during the year 2020 amounted to a total of € 311,950. It is hereby noted that all paid amounts under approval are gross before taxes and other legal deductions. Furthermore, the Board of Directors will recommend to the General Meeting the approval of advance payments for fees and remuneration paid to the members of the Board of Directors for their participation in the Board of Directors and in the Committees of the Board of Directors for the fiscal year 2021 up to the gross total amount of € 500,000 in accordance with article 109 of Law 4548/2018 as such is in force and, of course, in the context of the remuneration policy approved by the General Meeting on 25.6.2019 and the provision of authorization to the Board of Directors to determine the,

per member, gross fees and remuneration for every member's participation in the Board of Directors and in the Committees of the Board of Directors.

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

**Submission for discussion and voting by 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, following a recommendation of the Remuneration Committee and the audit of the Remuneration Report 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 2020, 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 of the agenda, is advisory, in order to be taken into account by the Board of Directors in the next Remuneration Report (for the fiscal year 2021). The Remuneration Report has been posted on the Company's website ([www.quest.gr](http://www.quest.gr)).

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

**Approval of the amendment of the remuneration policy for the members of the Board of Directors.**

*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 and proposal of the Company's Remuneration Committee, will recommend to the General Meeting of Shareholders to approve the proposed amendment of the Company's remuneration policy approved by the General Meeting on 25-6-2019, in accordance with the specific provisions of articles 110 and 111 of Law 4548/2018.

In particular, the proposed amendment concerns non-executive members of the Board of Directors and their remuneration under a contract of employment with subsidiaries of the Group, as well as their participation in a group pension scheme. The recommendation of the Board of Directors is that the relevant amendment should apply retroactively from 15-7-2020. The need to amend the remuneration policy according to the aforementioned arose as a result of the election of the Board of Directors on 15-7-2020 and its constitution into a body, after which an executive member of the Board became a non-executive member of the Board and, already, before the change in such member's capacity he received a remuneration under a contract of employment with a

subsidiary and participated in a group pension scheme, which continued to be in force after his appointment as a non-executive member of the Board.

The full text of the remuneration policy after the proposed amendment is available on the Company's website ([www.quest.gr](http://www.quest.gr)).

The Board of Directors will also recommend that it be authorized to manage the remuneration policy, always in accordance with the relevant recommendations of the Remuneration Committee.

## **7<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 1/1/2021 - 31/12/2021 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*

The Board of Directors unanimously, upon recommendation of the Audit Committee, proposes to the General Meeting of Shareholders the election of the public limited company 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 and the consolidated financial statements for the fiscal year 1/1/2021-31/12/2021 and the tax compliance audit for the fiscal year 2021.

The total remuneration of the above auditors' company is set at a maximum of twenty-nine thousand (€ 29,000) euros, plus the corresponding VAT, for the regular financial audit of the fiscal year 2021 and for the tax compliance audit for the fiscal year 2021.

Furthermore, the Board of Directors recommends to the General Meeting the appointment of: a. Mr. Charalambos Syrounis, son of Georgios, Certified Public Accountant, with Institute of CPA (SOEL) No. 19071, and TIN number 053736402 holder of ID number AK239543, resident of Melissia Attica (10 Samou St.), as regular Certified Auditor and b. of Mr. Ioannis Kottinis, son of Georgios, Certified Auditor with Institute of CPA (SOEL) No. 38411, and TIN 133427920 holder of ID number AK630134, resident of Agios Dimitrios, Attica (at 11 Thoma Trianti St.), as Deputy Certified Auditor.

It is pointed out that the total remuneration of the Company's certified auditors for the fiscal year 2020 concerned in total (100%) audit work and there was no non-audit work 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 fiscal year 2020. The independence of the certified auditors was also confirmed in writing by the auditors' company itself in its letter addressed to the Audit Committee.

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

**Approval of the distribution of a part of retained earnings of previous years amounting to 10,705,869.60 euros - Provision of authorization to the Board of Directors of the Company for the implementation of the resolution.**

*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 the distribution of a part of retained earnings of previous years, amounting to 10,705,869.60 euros out of a total amount of retained earnings amounting to 13,851,003.11 euros, which (total amount of retained earnings) concerns the fiscal years until 2019.

Furthermore, the Board of Directors will recommend to the General Meeting to authorize the Board of Directors of the Company to implement this decision.

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

**Approval of the suitability policy for the members of the Board of Directors**

*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 Nomination and Corporate Governance Committee, will propose to the General Meeting of Shareholders to approve the suitability policy for the members of the Board of Directors drawn up, in accordance with article 3 of Law 4706/2020, Circular 60/2020 of the Hellenic Capital Market Commission, the Internal Regulations of the Company, the Corporate Governance Code and international best practices.

The full text of suitability policy for the members of the Board of Directors is available on the Company's website ([www.quest.gr](http://www.quest.gr)).

The Board of Directors will also recommend that it be authorized to manage the suitability policy for the members of the Board of Directors, always in accordance with the relevant recommendations of the Nomination and Corporate Governance Committee.

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

**Election of the new Board of Directors and appointment of its Independent members.**

*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 Nomination and the Corporate Governance Committee of the Company, will propose to the General Meeting in compliance

with the provisions of article 9 of Law 4706/2020, to elect, for a three-year term and, in any case, until the Ordinary General Meeting of the year 2024, the following 12 persons as members (extension of the composition of the Board by one member) and independent non-executive members of the Board of Directors of the Company, taking into account the provisions of Law 4548/2018, Law 4706/2020, Circular 60/2020 of the Hellenic Capital Market Commission, the Company's Articles of Association, the Internal Regulations of the Company and the Suitability Policy for the Members of the Board of Directors of the Company:

1. Election of Mr. Theodoros Fessas

Mr. Theodoros Fessas is proposed to be elected. Mr Fessas is the founder and main shareholder of the company Quest Holdings. Quest Holdings, founded in 1981 (as Info-Quest), is listed on the Athens Stock Exchange (1998) and operates through its subsidiaries in the field of information technology (Info-Quest Technologies, iSquare, iStorm, Uni Systems), electronic trade (www.you.gr), management of electronic transactions (Cardlink), courier services (ACS Courier Services) and renewable energy sources (Quest Energy, Quest Solar). He has served as the Chairman of the Board the Hellenic Federation of Enterprises (SEV) (2014-2020), he is the Honorary President of the Federation of Hellenic Information Technology & Communications Enterprises (SEPE) and member of the Board of the Foundation for Economic and Industrial Research (IOBE).

2. Election of Mrs. Eftychia Koutsourelis

Mrs. Eftychia Koutsourelis is proposed to be elected. Mrs. Koutsourelis is a graduate of the Deree College with studies in Business Administration and Economics. She was a Founding Member of Info Quest SA as well as a major shareholder, a position she holds to this day. She has worked in various administrative areas of the company, contributing to the development and transformation of the company to a Group of Companies with activities in the fields of Digital Technology, Postal Services and Renewable Energy Sources. For many years she managed the sector of Marketing and Communications in Information and Communications, while today she holds the position of Corporate Affairs and Communications Consultant of the Group's companies. In 2013 she was appointed President of the CSR Committee of the Board for the introduction of CSR and Sustainability Strategies in the companies of the Group. Since 2015 she is Vice Chairwoman of Quest Holdings and a member of the Board of the Group's companies, while in 2007-2010 she served as a member of the Board of Directors of the Federation of Hellenic Information Technology and Communications Enterprises (SEPE). She also serves as Board member in various organizations and charities

3. Election of Mr. Apostolos Georgantzis

Mr. Apostolos Georgantzis is proposed to be elected. Mr. Georgantzis holds the position of CEO of Quest Holdings from the end of 2015 while holds the position of CEO of ACS since the end of 2003.

He has studied Mechanical Engineering at Imperial College of Science Technology and Medicine (Great Britain) where he completed his postgraduate studies and holds BEng and MSc. He has worked as an executive, freelancer and entrepreneur in various positions in the fields of construction, investment and IT.

4. Election of Mr. Markos Bitsakos

Mr. Markos Bitsakos is proposed to be elected. Mr. Bitsakos studied Economics at the University of Piraeus, is a graduate of the annual MBA course of HMA and the annual Management program of the International Federation of Periodical Publishers (FIPP). He has worked in many different business fields, having served in various positions, such as CFO, Managing Director and CEO. He joined Quest Group in 2003 in the position of Chief Financial & Administrative Officer.

5. Election of Mr. Emil Yiannopoulos - Independent Non-Executive Member

Mr. Emil Yiannopoulos is proposed to be elected as an Independent Non-Executive Member of the Board of Directors.

Mr. Emil Yiannopoulos is Member of the Chartered Institute of Internal Auditors of England and Wales FCA, ICAEW since 1980. He was born in London and studied in England (graduate of Southgate College, London, with a degree in Business Strategy and Economics). He has been an Executive of PwC London for 13 years and PwC of Greece (Athens) for 26 years.

PwC Greece 1994 to 2021

Partner of PwC Greece partner for 23 years and Executive Committee member for over 15 years holding senior leadership positions.

Served as PwC Greece Audit and Assurance practice leader (2009 to 2015), with some 450 clients and around 320 staff. Overall responsibility for a client portfolio including the largest companies in the trade sector, financial institutions, industries and shipping companies. Head of the annual independent regular audit of the financial statements of customers, among others, Greek banks.

Founded in 1994 and led PwC's Deals and Transaction Advisory Services business until 2009, developing it into the largest dedicated investment advisory team in Greece. He has served as advisor to companies in both the banking and other sectors, and various types of transactions, such as cross-border acquisitions and PE funds in Greece.

Founded and led PwC Greece's NPL advisory team. He has served as advisor to Greek banks and foreign buyers for relevant portfolios.

Clients & Markets leader for Greek of PwC (2015 to 2021) supporting all PwC departments in Greece and abroad for the development and implementation of new business strategies to serve the relevant customers of PwC Greece.

Promoted and developed good Corporate Governance by facilitating a variety of C-suite Governance workshops with Greek listed company boards and by working with ICAEW



and the UK's Non-Executive Directors Association (NEDA). He has been a Member of the Hellenic Non-Executive Directors Association.

PwC United Kingdom, Bermuda, and United States (1981 to 1994)

1986 to 1994 - PwC London: Deals Advisory and Debt Advisory, including various projects in the United States

1981 to 1986 - PwC London: auditing department with multinational clients in the banking, insurance and industrial sector, including a 6-month secondment to PwC Bermuda.

Non-executive positions on boards of directors

PQH - Non-Executive Director positions held PQH BoD since 2016. The single liquidator platform for 17 resolved banking institutions.

Augmentor Fund - Chairman of the Board since establishment in late 2020, an Alternative Investment Fund regulated by Cysec, mandated to invest in renewables PV and Wind farms in Cyprus and Greece.

Fresh-Life UG - Chairman of the Advisory Board since 2020, a company with an infant nutrition business "Direct to Consumer" in the markets of Germany and the United Kingdom.

Campion School and St Catherine's School - Honorary treasurer, Non-executive, on Board of Governors of St Catherine's School (1996 - 2003) and at Campion School (2008 – 2014), both not for profit organizations.

Pro Bono work

Mentoring startups and early stage businesses on business, financial planning and analysis skills, done through PwC's Corporate Responsibility Programme.

Member of the ICAEW (Institute of Chartered Accountants England & Wales) Governance Council 2017 to 2019 for Europe and Eurasia territory.

6. Election of Mrs. Maria Damanaki - Independent Non-Executive Member

Mrs. Maria Damanaki is proposed to be elected as an Independent Non-Executive Member of the Board.

Mrs. Maria Damanaki studied and graduated with honors from the Department of Chemical Engineering of the National Technical University of Athens. She also has a one-year degree from Lancaster University on Gender issues. She speaks English and French and has authored four books on political and European issues.

Political career: Active in the underground student opposition to the dictatorship in Greece (1970-1974). Member of Parliament from 1977 to 1993 and from 2000 to 2009. The first woman Vice President of the Greek Parliament. President of the Coalition of the Left and Progress (1991-1993). First woman to ever lead a political party in Greece.

Work Experience: Pechiney Aluminum Industries - Engineer (1974). Ministry of Finance of Greece - Department of Import - Export Planning (1975-1976). Helector S.A. – Section Manager of the Department of Energy and Waste Management (2003-2004).

European Commission: 2010–2014: Served as European Union Commissioner for Maritime Affairs and Fisheries. Under her leadership, the Commission was able to bring fish populations back to healthier levels—from as few as five sustainable stocks in 2010 to up to 27 today. The continuation of her fisheries policy efforts could lead to 15 million more tons of fish in the sea, 30 percent more jobs and the equivalent of over \$2 billion in additional revenue. She introduced and implemented the Blue Growth agenda for Seas and Oceans in Europe, which aimed to create 1.6 million new jobs and the equivalent of \$750 billion in revenue by 2020 in sectors such as coastal tourism, ocean energy, and marine biotechnology. The Blue Growth was approved in unanimity by the European Council. She established legislation to create a common framework for Marine Spatial Planning to map and better manage maritime activities across EU countries.

The Nature Conservancy: Maria Damanaki served as the Global Managing Director for Oceans at The Nature Conservancy. (2014-2020). She was running marine programs in 27 countries, across all continents, leading a global team of 50 and a global network of more than 600 people focused on transforming how the world manages its oceans; including sustainable fisheries and aquaculture management and transparency for the seafood supply chain; large-scale protection and restoration of coral reefs, mangroves and other ecosystems; climate change and blue carbon. The marine TNC program of Blue Bonds and Debt for Conservation Swaps won the 2019 Ted-x prize for ideas that can change the world. (accompanied by 27 mil\$ financing).

International Activities: She co-chairs the UN Sustainability Committee for Blue Growth. She co-chairs the advisory network of the High-Level Panel for Oceans created by the Norwegian Prime Minister and 13 PMs around the world. She is a member of the Friends of Ocean Commission of the World Economic Forum. She sits on the Board of Directors in Oxford Martin School Ocean Program, University of Oxford, the Boards of Monaco Ocean Foundation and Oceanographic Institute, the board of European Marine Regions Forum and the Board of Marine Stewardship Council (MSC).

#### 7. Election of Mr. Nikolaos Karamouzis - Independent Non-Executive Member

Mr. Nikolaos Karamouzis is proposed to be elected as Independent Non-Executive Member of the Board.

Mr. Nikolaos Karamouzis is President of Grant Thornton, Greece, Executive Chairman of SMERemediumCap, and sits on the Boards of Directors of both Eurobank Cyprus, and Eurobank Private Bank Luxembourg.

He is a Member of the Advisory Board of diANEOsis, Member of the Board of Directors of the Onassis Foundation, Member of the Board of Directors of Quest Holdings, Member of the Board of Directors of the Foundation for Economic and Industrial Research (IOBE), Member of the Advisory Board of the Holy Archdiocese of Athens' Apostoli ("Mission") Charity Organization, Member of the Advisory Board of Stanton Chase, Member of the Advisory Board of the Hellenic Foundation for European and Foreign Policy (ELIAMEP) and participates in the Steering Committee for the Greek Economy Growth Plan.

Up until March 2019, he chaired the Boards of Directors of both Eurobank Ergasias, and the Union of Greek Banks. At Eurobank Ergasias, he also served as President of the

Strategic Planning Committee, and was a member of the Risk Management and Nomination Committees of the bank's Legal Council.

Karamouzis was CEO of Geniki Bank, and sat on the Strategic Planning Committee of the Piraeus Bank Group as a Management Consultant. He also served as Deputy CEO of Eurobank, headed Wholesale Banking for 14 years, and was Deputy Governor of the National Bank of Greece, Chairman of the National Investment Bank for Industrial Development (ETEVA), Deputy Director of the Hellenic Industrial Development Bank (ETVA), Director of the National Bank of Greece Foreign Exchange Division, Advisor to the Federal Reserve Bank of Cleveland in the United States, and Vice Chairman of the Board of Directors of the Hellenic Federation of Enterprises (SEV).

He is an Emeritus Professor at the University of Piraeus. He holds a bachelor's degree in Economics from the University of Piraeus, a master's degree in Economics from the American University, and a doctorate in Monetary Policy and International Finance from Pennsylvania State University.

#### 8. Election of Mr. Nikolaos Socrates Lambroukos

Mr. Nikolaos Socrates Lambroukos is proposed to be elected. Mr. Lambroukos holds a degree in Mechanical Engineering (National Technical University of Athens), an MBA (Manchester Business School), and a PhD and Post Doc (London Business School). Has administrative experience as senior business executive in Greece and abroad, as well as consulting experience as consultant to companies and organizations in the Public & Private Sector. He specializes in strategy, business development, corporate governance, business organization and administration and financing of investment and business plans. He is a founding member and Chairman of the Board of Directors of BPM S.A., a business consulting firm, Member of the Board of Directors and Chairman of the Audit Committee of MOTODYNAMIKI S.A., Member of the Board of Directors of LION RENTAL SA, Venture Partner at the Odyssey Venture Partner Fund, member of the General Council of the Hellenic Federation of Enterprises (SEV), and Trustee at the Board of Trustees of the Hellenic American University. He has served as Managing Director of INTRACOM Holdings Group, CEO of INTRACOM IT Services Group, Chairman of the Board of Directors of ALTEC TELECOMS S.A., INTRACOM Jordan, INTRACOM IT Services Denmark, Encode, as well as Executive Board Member of INTRACOM Telecom, Hellas on Line, Intrakat, MOREAS, etc. He has also worked as Research Fellow at the London Business School, associate professor at the Athens University of Economics and Business and has published scientific papers in international scientific journals.

#### 9. Election of Mr. Panagiotis Kyriakopoulos - Independent Non-Executive Member

Mr. Panagiotis Kyriakopoulos is proposed to be elected as Independent Non-Executive Member of the Board.

Mr. Panagiotis Kyriakopoulos has been Chairman and C.E.O. of STAR INVESTMENTS, since July 2002, one of the leading Mass Media and Technology Groups in Greece, controlling a TV stations, Radio Stations, the production company Green Pixel S.A., the Greek Yellow Pages and DIGEA SA [digital broadcasting]. In parallel Mr. Kyriakopoulos is a member of the BoD of Euroseas Ltd and Eurodry Ltd (Ship owning company listed in NASDAQ), President of the Association of the Private National Broadcasting Television Companies and a member of the Board of Directors of the Hellenic Federation of

Enterprises [SEV]. He has been in the past a member of the BoD in various companies such as GEK-TERNA and AGET HERACLES. From July 1997 to July 2002 he was the C.E.O of the Hellenic Post Group and up to 2006 a member of the BoD. From August 1996 to July 1997 Mr. Panos Kyriakopoulos was an advisor to the technical company ATEMKE S.A. From July 1986 up to July 1996 he was the Managing Director of Globe Group of Companies, a group active in the areas of ship owning and management, textiles, food and distribution. He has served the Greek Army from October 1984 to June 1986. Mr. Kyriakopoulos has a B.Sc. degree in Marine Engineering from University of Newcastle upon Tyne, England. He has a M.Sc. degree in Naval Architecture and Marine Engineering from the Massachusetts Institute of Technology (MIT), USA and a Master's degree in Business Administration (MBA) from Imperial College, London. He is 60 years old, married with two children. He speaks English and French. Mr. Panos Kyriakopoulos has been decorated by the Hellenic Republic with the Star and the Cross First Class of Merit and Honor and has been awarded a merit by the Ministers of Transport and Communications and Economy for his service to the Hellenic Post Group. He has also been awarded by the President of the Hellenic Republic the rank of a Brigadier General (hon) of the Hellenic Army.

10. Election of Ms. Philippa Michali - Independent Non-Executive Member

Ms. Philippa Michali is proposed to be elected as Independent Non-Executive Member of the Board.

Ms. Philippa Michali is the Chief Executive Officer of Allianz Hellas covering both Greece & Cyprus. She is a member of the Executive Committee of the Hellenic Association of Insurance Companies and holds the position of Chairman of the Human Resources Committee. She is also a board member of the Greek-German Chamber of Industry and Commerce and a member of the General Council of the Hellenic Federation of Enterprises. Previously, she served as Head of Market Management & Communications (since 2011) and a member of Allianz Greece Executive Committee (since 2013). Prior to moving in Allianz's insurance sector, in 2009, as a Deputy Market Management Manager and Local Innovation Manager, Ms. Michali worked as a fund manager in Allianz Mutual Funds Mgmt Co. for 10 years. In 2020, Philippa for a third consecutive year, has been recognized by Fortune magazine as one of the Most Powerful Women in Greece for 2019. She holds a Bachelor Degree in Banking & Financial Management from the University of Piraeus and a Master's Degree in Business Administration (MBA) from ALBA Graduate Business School.

11. Election of Mr. Apostolos Tamvakakis - Independent Non-Executive Member

Mr. Apostolos Tamvakakis is proposed to be elected as Independent Non-Executive Member of the Board.

Mr. Apostolos Tamvakakis is a graduate of the Athens University of Economics and Business, with a Master's degree in Econometrics and Mathematical Economics. He has

worked at Mobil Oil Hellas, Investment Bank, ABN-AMRO as Deputy General Manager and Deputy Governor at National Mortgage Bank and National Bank of Greece. He was then Chairman and Chief Executive Officer of LAMDA DEVELOPMENT, and since March 2009 he has been in charge of the Latsis Group's strategy and business development in Geneva. From December 2009 until June 2012 he was Chief Executive Officer of the National Bank of Greece. He has served as Vice Chairman of the HELEX Group, Chairman of the Steering Committee of the Interalpha Group of Banks, President of Ethnokarta, National Stock Exchange and ETEBA, President of the Southeastern European Board of the Europay Mastercard Group, and has been a member of many boards and committees.

**12. Election of Mr. Pantelis Tzortzakis - Independent Non-Executive Member**

Mr. Pantelis Tzortzakis is proposed to be elected as Independent Non-Executive Member of the Board.

Mr. Pantelis Tzortzakis studied Business Administration at the University of Piraeus and Computer Science at Brooklyn College, New York. He was the founder of Forthnet SA, starting with the IT Institute of the Foundation for Research & Technology-Hellas (FORTH) in 1987, where he took over the responsibility of transforming it from research into a company, attracting investment funds from Greece and abroad. He served as Managing Director of Forthnet since its incorporation (1995) until 2011. From 2008 to 2011, he also served as Chairman of the Board of Directors and Chief Executive Officer of the pay-as-you-go NOVA satellite platform. From 2007 to 2011 he was Chairman of the Board of Directors of SEPE (Federation of Hellenic Information Technology and Communications Enterprises). From 2006 to 2009 he was a member of the Supervisory Board of NETIA SA (Supervisor Board), Poland's largest alternative telecommunications company. In 2011, he was appointed as Consultant to the Prime Minister on issues of Technology, Information Technology and Communications, while from June 2011 until May 2012 he was Deputy Minister at the Ministry of Administrative Reform and E-Government. From September 2012 to May 2013, he was responsible for the coordination for the Development of Innovation at the Ministry of Development and Competitiveness.

The CVs of the candidates have been posted on the Company's website [www.quest.gr](http://www.quest.gr).

**11<sup>th</sup> ITEM**

**Appointment of the new Audit Committee 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 General Meeting will be called to elect the new Audit Committee of the Company and may decide that the Audit Committee be a Committee of the Board of Directors or an independent Committee, in accordance with the provisions of article 44 of Law 4449/2017 Circulars bearing reference no. 1302/28.4.2017 and 1508/17-7-2020 issued by the Hellenic Capital Market Commission or Committee of the Board of Directors. Moreover, the General Assembly will be called upon to decide on the composition and term of office of the Audit Committee.

On this item, the Board of Directors, upon recommendation of the Nomination and Corporate Governance Committee of the Company, and in accordance with the provisions of Law 4548/2018, Law 4706/2020, as such are force and article 44 of Law 4449/2017 in combination with Circulars nos. 1302/28.4.2017 and 1508/17-7-2020 issued by the Hellenic Capital Market Commission, will propose to the General Meeting that:

- a) the Audit Committee be a Committee of the Board of Directors, consisting exclusively of Members of the Board of Directors;
- b) the Audit Committee consist of three (3) Independent Non-Executive Members,
- c) The term of office of the members of the Committee to be appointed by the Board of Directors in accordance with § 1c of article 44 of Law 4449/2017, as such is in force, follow their term of office as members of the Board of Directors, i.e., be for three years commencing on the election of the Board of Directors and being extended, ipso jure, until the Ordinary General Meeting to be convened after the expiration of the Board's term of office.

The members of the Committee will be appointed, in accordance with article 44, § 1c, of law 4449/2017, as such is in force, from those members of the Board of Directors who have sufficient knowledge of the field in which the Company operates and meet the criteria of article 44, of law 4449/2017, as such is in force.

Following the appointment of the members of the Audit Committee by the Board of Directors, the Committee will be constituted into a body for the appointment of its President and its members.

## **12<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.

### **13<sup>th</sup> ITEM:**

#### **Miscellaneous - Announcements**

This item includes various announcements of 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 activities 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 Remuneration Policy** (together with the proposed amendments) is available on the Company's website ([www.quest.gr](http://www.quest.gr)).

**E. The Suitability Policy for the Members of the Board of Directors** is available on the Company's website ([www.quest.gr](http://www.quest.gr)).

**F. The CVs of the candidate** board members are 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 December 31, 2020 (Company financial statements 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 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, unanimously approved the company annual financial statements and the consolidated annual financial statements for the fiscal year 2020, the report of the Board of Directors, the explanatory report according to article 4 of law 3556/2007 and the report (certificate) of the certified auditors of the Company, as well as the corporate governance statement.

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

**Approval of the overall management of the Board of Directors of the Company during the fiscal year 2020 and release of the members of the Board of Directors and the Certified Auditors from any liability for compensation for the activities during the fiscal year 2020**

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, unanimously approved the overall management of the Company for the fiscal year 2020 and released the certified auditors of the Company from any liability for compensation for said fiscal year.

### 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 2020.**



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

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

#### **Approval of remuneration and compensation of the members of the Board of Directors for the fiscal year 2020 and advance payment of remuneration and compensation for the fiscal year 2021.**

With regard to the following members of the Board of Directors, 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, based on the pre-approval of the previous Ordinary General Meeting, their remuneration for their participation in the meetings of the Board of Directors and in the Committees of the Company and more specifically, for Mr. Apostolos Papadopoulos the sum of € 57,500, for Mr. Faidon Tamvakakis, the sum of € 50,800, for Mr. Pantelis Tzortzakis the sum of € 57,400, for Mr. Nikolaos Karamouzis the sum of € 49,000, for Mr. Apostolos Tamvakakis the sum of € 53,900, for Mrs. Maria Damanaki the sum of € 20,500, for Mrs. Eftychia Koutsourelis the sum of € 22,850, i.e., a total of € 311,950. It is hereby noted that all paid amounts under approval are gross before taxes and other legal deductions.

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 advance payment of fees and remuneration to the members of the Board of Directors for their participation in the Board of Directors and in Committees of the Board of Directors for the fiscal year 2021 up to the total gross amount of 500,000 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, i.e., with ..... valid votes of the shares represented, 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.

#### **5th ITEM**

**Submission for discussion and voting by 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 Board of Directors for the fiscal year 2020, according to article 112 § 3 of law 4548/2018.

#### **6th ITEM**

**Approval of the amendment of the remuneration policy for the members of the Board of Directors.**

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 amendment of the remuneration policy for the members of the Board of Directors with retroactive effect from 15-7-2020, according to article 112 § 3 of law 4548/2018.

#### **7th 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 1/1/2021 - 31/12/2021 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, i.e., with ..... valid votes of the shares represented, decided to assign the regular audit of the company financial statements and consolidated financial statements for the current fiscal year and the audit of tax compliance for the year 2019 to 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 company financial

statements and consolidated financial statements for the year 1/1/2021-31/12/2021 and the tax compliance audit of the year 2021, with an annual remuneration, which includes the regular audit of the annual financial statements of the Company (both company and consolidated) for the year ending on 31/12/21 and the tax audit of the same year, up to the maximum amount of € 29,000 plus the corresponding VAT. Furthermore, the General Meeting decides the appointment of: a. Mr. Charalambos Syrounis, son of Georgios, Certified Public Accountant, with Institute of CPA (SOEL) No. 19071, and TIN number 053736402 holder of ID number AK239543, resident of Melissia Attica (10 Samou St.), as regular Certified Auditor and b. of Mr. Ioannis Kottinis, son of Georgios, Certified Auditor with Institute of CPA (SOEL) No. 38411, and TIN 133427920 holder of ID number AK630134, resident of Agios Dimitrios, Attica (at 11 Thoma Trianti St.), as Deputy Certified Auditor.

#### **8th ITEM**

**Approval of the distribution of a part of retained earnings of previous years amounting to 10,705,869.60 euros - Provision of authorization to the Board of Directors of the Company for the implementation of the resolution.**

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 to distribute part of the retained earnings of previous years, i.e., an amount equal to 10,705,869.60 euros out of the total sum of retained earnings amounting to 13.851.003,11 euros, which (total retained earnings) concerns fiscal years up to 2019 and authorized the Board of Directors to proceed to all actions for the implementation of this resolution.

#### **9th ITEM**

**Approval of the suitability policy for the members of the Board of Directors**

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 suitability policy for the Members of the Board of Directors.

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

**Election of the new Board of Directors and appointment of its Independent members.**

The Ordinary General Meeting following a legal vote elected the following persons as members of the Board of Directors:

1. Mr. Theodoros Fessas received ..... votes by the shareholders present and represented. Such votes represent ..... shares out of ..... total shares, i.e., a percentage equal to .....%.
2. Mrs. Eftychia Koutsourelis received ..... votes by the shareholders present and represented. Such votes represent ..... shares out of ..... total shares, i.e., a percentage equal to .....%.
3. Mr. Apostolos Georgantzis received ..... votes by the shareholders present and represented. Such votes represent ..... shares out of ..... total shares, i.e., a percentage equal to .....%.
4. Mr. Markos Bitsakos received ..... votes by the shareholders present and represented. Such votes represent ..... shares out of ..... total shares, i.e., a percentage equal to .....%.
5. Mr. Emil Yiannopoulos – Independent Non-executive Member received ..... votes by the shareholders present and represented. Such votes represent ..... shares out of ..... total shares, i.e., a percentage equal to .....%.
6. Mrs. Maria Damanaki – Independent Non-executive Member received ..... votes by the shareholders present and represented. Such votes represent ..... shares out of ..... total shares, i.e., a percentage equal to .....%.
7. Mr. Nikolaos Karamouzis – Independent Non-executive Member received ..... votes by the shareholders present and represented. Such votes represent ..... shares out of ..... total shares, i.e., a percentage equal to .....%.
8. Mr. Nikolaos Sokratis Lamproukos received ..... votes by the shareholders present and represented. Such votes represent ..... shares out of ..... total shares, i.e., a percentage equal to .....%.
9. Mr. Panagiotis Kyriakopoulos – Independent Non-executive Member received ..... votes by the shareholders present and represented. Such votes represent ..... shares out of ..... total shares, i.e., a percentage equal to .....%.
10. Mrs. Philippa Michali – Independent Non-executive Member received ..... votes by the shareholders present and represented. Such votes represent ..... shares out of ..... total shares, i.e., a percentage equal to .....%.

11. Mr. Apostolos Tamvakakis – Independent Non-executive Member received ..... votes by the shareholders present and represented. Such votes represent ..... shares out of ..... total shares, i.e., a percentage equal to .....%.

12. Mr. Pantelis Tzortzakis – Independent Non-executive Member received ..... votes by the shareholders present and represented. Such votes represent ..... shares out of ..... total shares, i.e., a percentage equal to .....%.

The term of the Board of Directors will be for three years and, in any case, until the Ordinary General Meeting of the year 2024.

The Board of Directors, upon recommendation of the Nomination and the Corporate Governance Committee of the Company, will propose to the General Meeting in compliance with the provisions of article 9 of Law 4706/2020, to elect, for a three-year term and in any case until the Ordinary General Meeting of the year 2024, the following 12 persons as members (extension of the composition of the Board by one member) and independent non-executive members of the Board of Directors of the Company, taking into account the provisions of Law 4548/2018, Law 4706/2020, Circular 60/2020 of the Hellenic Capital Market Commission, the Company's Articles of Association, the Internal Regulations of the Company and the Suitability Policy for the Members of the Board of Directors of the Company

Following the above election, the Board of Directors will consist of the following Members, who will also include independent non-executive members of the Board of Directors of the Company, taking into account the provisions of Law 4548/2018, Law 4706/2020, Circular 60/2020 of the Hellenic Capital Market Commission, the Company's Articles of Association, the Internal Regulations of the Company and the Suitability Policy for the Members of the Board of Directors of the Company.

The Board of Directors will be constituted into a Body and will elect its executive and non-executive Members in accordance with the provisions of the Law and the Articles of Association.

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

### **Appointment of the new Audit Committee 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:

- a) the Audit Committee be a Committee of the Board of Directors, consisting exclusively of Members of the Board of Directors;
- b) the Audit Committee consist of three (3) Independent Non-Executive Members,
- c) The term of office of the members of the Committee to be appointed by the Board of Directors in accordance with § 1c of article 44 of Law 4449/2017, as such is in force, follow their term of office as members of the Board of Directors, i.e., be for three years commencing on the election of the Board of Directors and being extended, ipso jure, until the Ordinary General Meeting to be convened after the expiration of the Board's term of office.

The members of the Committee will be appointed, in accordance with article 44, § 1c, of law 4449/2017, as such is in force, from those members of the Board of Directors who have sufficient knowledge of the field in which the Company operates and meet the criteria of article 44, of law 4449/2017, as such is in force.

Following the appointment of the members of the Audit Committee by the Board of Directors, the Committee will be constituted into a body for the appointment of its President from its independent members.

#### **12<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, i.e., with ..... valid votes of the shares represented, 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.

#### **13<sup>th</sup> ITEM:**

**Miscellaneous - Announcements**

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