## POSTING ON THE COMPANY'S WEBSITE IN ACCORDANCE WITH ARTICLE 123 PAR. 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 Societe Anonyme"

(FISCAL YEAR 1/1/2021 - 31/12/2021)

Wednesday, 15 June 2022, 16:00 hrs Kallithea, Al. Pantou 19-23, 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 15.06.2022 is not ascertained, the General Meeting will convene anew at a Repeat Meeting on 6 July 2022, day of the week Wednesday 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 15.06.2022

1st Item

Submission for approval of the annual financial statements as at December 31, 2021 (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 of December 31, 2021 (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, were published in accordance with the law, and have been posted on the Company's website (www.quest.gr) on 6 April 2022. 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 01.01.2021-31.12.2021 and distribution of dividend to the shareholders.

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 01.01.2021-31.12.2021 and in particular on the interim dividend distributed

2

(i.e., an amount of € 1.25 per share (gross amount), € 1,188 (net amount after the withholding of 5%) and excluding the Company's equity shares, in accordance with the resolution passed by the Board of Directors on 24.11.2021 and, further, on the approval of the distribution of the final dividend for the 2021 fiscal year amounting to the sum of fifteen cents (€ 0.15) per share (gross amount), € 0.1425 (net amount after 5% withholding) and excluding the Company's equity shares.

According to the Company's financial calendar, the ex-date for the distribution of the final dividend is Friday 17 June 2022, the Record Date is Monday 20 June 2022 and its payment will begin on Thursday 23 June 2022.

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

Information from the President of the Audit Committee to the shareholders about the activities of the Audit Committee during the fiscal year 2021

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 01.01.2021 – 31.12.2021, which has been posted on the Company's website (<a href="www.quest.gr">www.quest.gr</a>) is submitted to the General Meeting

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

Approval of the overall management of the Board of Directors of the Company during the fiscal year 2021 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 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

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 fiscal year 2021 in accordance with article 108 of law 4548/2018 and the release the Certified Auditors from any liability for compensation for the activities during the fiscal year 2021 in accordance with article 117 of law 4548/2018.

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

Approval of remuneration and compensation of the members of the Board of Directors for the fiscal year 2021 and advance payment of remuneration and compensation for the fiscal year 2022.

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 renumeration and compensation paid to the members of the Board of Directors during the corporate fiscal year 2020, 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 18.6.2021, pre-approved a total amount of up to € 500,000; the final remuneration and compensation paid to the Members of the Board of Directors during the fiscal year 2021 amounted to the total sum of € 392,116.28. It is hereby noted that all the sums paid that are 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 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 fiscal year 2022 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.

#### 6<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, upon recommendation of the Remuneration Committee and following 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 2021, 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 fiscal year 2022). The Remuneration Report has been posted on the Company's website (<a href="https://www.quest.gr">www.quest.gr</a>).

#### 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 1/1/2022 - 31/12/2022 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 financial statements and the consolidated financial statements for the fiscal year 1/1/2022-31/12/2022 and the tax compliance audit for the fiscal year 2022.

The total fees of the above auditors' company are set at a maximum of twenty-nine thousand (€ 29,000) euros, plus the corresponding VAT, for the regular financial audit of the fiscal year 2022 and for the tax compliance audit for the fiscal year 2022.

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 fees of the Company's certified auditors for the fiscal year 2021 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 2021. 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

Amendment of articles 15 and 16 of the Company's Articles of Association with regard to the procedure and conditions for the payment of remuneration to the members of the Board of Directors and on the competence of the General Meeting of the Company respectively.

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 approve the amendments of articles 15 and 16 of the Company's Articles of Association with regard to the procedure and conditions for the payment of remuneration to the members of the Board of Directors and on the competence of the General Meeting of the Company respectively, in order

to allow the distribution of variable remuneration in the form of free shares or stock options of the Company, in accordance with the provisions of article 113 or article 114 of law 4548/2018, to the management personnel of subsidiaries as well, as set out in the International Accounting Standard 24 § 9, and in order for the General Meeting to decide on the implementation of a shares scheme in accordance with the provisions of article 113 or article 114 of Law 4548/2018.

Moreover, the Board of Directors will recommend the codification of the Company's Articles of Association into a unified text and the granting of authorization to the Board of Directors to proceed to any action required to this end.

In particular, the General Meeting will be called upon to approve the amendment of the above provisions of the Articles of Association, so that the full text of the Company's Articles of Association is as posted on the Company's website (www.quest.gr).

#### 9<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 suggestion of the Company's Remuneration Committee, will recommend to the General Meeting of Shareholders to approve the proposed amendment to the Company's remuneration policy that was approved by the General Meeting on 25-6-2019, as such was amended on 18-6-2021 by virtue of a resolution passed by the General Meeting and is in force, in accordance with the more specific provisions of articles 110 and 111 of law 4548/2018.

In particular, the proposed amendment regards the addition to the scope of the remuneration policy of the management personnel of subsidiaries, as set out in the International Accounting Standard 24 § 9, in order to allow the payment to said persons of variable remuneration in the form of free shares or stock options of the Company, in accordance with the more specific terms and conditions set out in the applicable System of Variable Remuneration for Senior Executives of the Group.

The full text of the remuneration policy after the proposed amendment is posted on the Company's website (www.quest.gr).

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

#### 10th 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 2025, the following 12 persons as members 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. <u>Election of Mr. Theodoros Fessas</u>

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. Efthychia Koutsoureli

Mrs. Eftychia Koutsoureli is proposed to be elected. Mrs. Koutsoureli 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 Vice Chairwoman or 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 since the end of 2015 and 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 a BEng and a MSc. He has

worked as an executive, freelancer and entrepreneur in various positions in the fields of construction, investment and IT

#### 4. <u>Election of Mr. Markos Bitsakos</u>

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. <u>Election of Mr. Emil Yiannopoulos – Independent non-Executive Member</u>

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). Member of the supervisory board of the Institute of the Chartered Institute of Internal Auditors of England and Wales (ICAEW) from 2017 to 2019 representing the members of Europe and Eurasia. He has been an Executive of PwC London for 13 years, PwC of Greece (Athens) for 26 years, and PwC of USA and Bermuda. He has been a partner of PwC Greece since 1994 and Executive Committee member for 15 years. He has held senior leadership positions such as Audit and Assurance practice leader in PwC of Greece (Athens). Founded in 1994 and led PwC's Deals and Transaction Advisory Services business until 2009. Founded in 2008 and led PwC Greece's NPL advisory team. Advisor to Greek banks and foreign buyers of relevant loan portfolios. Independent nonexecutive Member of the BoD of Quest holdings and President of the Audit Committee since June 2021. Non-executive Member of the BoD of PQH (Single Special Liquidator for all 17 credit and financial institutions under special liquidation in Greece) since 2016. Fresh-Life UG -Chairman of the Advisory Board since 2020, a company with an infant nutrition business in the markets of Germany and the United Kingdom. Former Honorary treasurer, Non-executive, on Board of Governors of St Catherine's School and Campion School.

#### 6. <u>Election of Mrs. Maria Damanaki – Independent non-Executive Member</u>

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

Maria Damanaki serves as a Principal Advisor to SYSTEMIQ (London), the Paradise Foundation (China), and Rockefeller Brothers Foundation (USA). She sits on the Boards of Prince Albert II of Monaco Foundation, Oceanographic Institute (Monaco), Friends of Ocean Action (World Economic Forum), European Marine Regions Forum (Berlin), Marine Stewardship Council (MSC) (London), Global Fishing Watch, LAMPSA Hellenic Hotels SA and Quest Holdings.

She served for five years as the Global Managing Director for Oceans at The Nature Conservancy USA. She also served as the European Union Commissioner for Maritime Affairs and Fisheries. Under her leadership, the Commission brought fish populations back to healthier levels—from as few as five sustainable stocks in 2010 to up more than 30 today. She also served as a Greek

politician for many years. She was the first woman leader of a Greek political party. Author of four books on Gender and Human Rights issues, Education and European Policy.

#### 7. <u>Election of Ms. Ioanna Dretta– Independent non-Executive Member</u>

Ms. Ioanna Dretta is proposed to be elected as an Independent Non-Executive Member of the Board of Directors.

Ms. Ioanna Dretta holds a degree in Civil Engineering from NTUA, a MSc from Imperial College London, and a Master in Public Administration from Harvard Kennedy School. She is the CEO of Marketing Greece, a company of the Greek Tourism Confederation (SETE) aiming to promote Greece internationally. In her 20-year career, she has held senior positions in the private and public sector in different areas of economic activity, and has a proven track record in creating impact in complex environment. Since 2011, she has been serving Greek tourism and promoting Greece internationally. She was the Head of Office of the Minister of Tourism, Mrs. Olga Kefalogianni, from 2012 to 2015 and thereafter she held the position of Advisor to the President of the Greek Tourism Confederation (SETE). In 2017 she was appointed CEO of Marketing Greece. Marketing Greece is the main organization that promotes Greece as a tourist destination and carries out the promotion campaigns of Greece internationally having won many distinctions and awards. Ms. I. Dretta has sat on the Board of Directors of ELLAKTOR as an independent member since 2011.

#### 8. <u>Election of Mr. Nikolaos Karamouzis – Independent non-Executive Member</u>

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

Mr. Nikolaos Karamouzis is President of Grant Thornton, Greece and Executive Chairman of SMERemediumCap, Vice Chairman of the Board of Directors of Eurobank Cyprus LTD and member of the Board of Directors of Eurobank Private Bank Luxembourg.

He is a Member of the Advisory Board of dianeous, 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. Mr. 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, USA and a Ph.D. in Monetary Policy and International Finance from Pennsylvania State University, USA.

#### 9. <u>Election of Mr. Nikolaos Socrates Lamproukos</u>

Mr. Nikolaos Socrates Lambroukos is proposed to be elected. Mr. Lamproukos 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. 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, President of the audit committee of MOTODYNAMIKI S.A., as well as Executive Board Member of INTRACOM Telecom, Hellas on Line, Intrakat, MOREAS, etc. He is a member of the General Council of the Hellenic Federation of Enterprises (SEV), and Trustee at the Board of Trustees of the Hellenic American University and member of the Board of the Foundation for Economic and Industrial Research (IOBE). 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.

### 10. <u>Election of Mr. Panagiotis Kyriakopoulos – Independent non-Executive Member</u> Mr. Panagiotis Kyriakopoulos is proposed to be elected as 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, a group of companies investing in Mass Media and Technology. The group controls TV stations, Radio Stations, the production company Green Pixel S.A., websites, 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 companies listed in the Stock Market in the USA, 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 December 2006 a member of the BoD. From August 1996 to July 1997 Mr. 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 S.A., 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 the University of Newcastle upon Tyne, England. He holds a M.Sc. 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. 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

#### 11. <u>Election of Ms. Philippa Michali – Independent non-Executive Member</u>

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 President 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, Ms. Michali 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

#### 12. <u>Election of Mr. Ioannis Paniaras – Independent non-Executive Member</u>

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

Mr. Ioannis Paniaras studied Civil Engineering at Imperial College (BSc, MSc) and Business Administration at INSEAD (MBA). Mr. I. Paniaras is currently the Executive Director, Europe and Sustainability and executive member of the BoD of Titan Cement International S.A. (Belgium), as well as Executive Board Member and Executive Director of Titan S.A. (Greece), responsible for the Group's activities amounting to € 560 million and for 2300 employees in Greece, Albania, Bulgaria, Kosovo, Northern Macedonia and Serbia. He started his career at KNIGHT PIESOLD, an international mining and engineering consultancy headquartered in London. Between 1998 and 2015, he held senior management positions in Greece and Germany in S&B Industrial Minerals Group and – after the acquisition – in the company, IMERYS in Greece and Germany. He concluded his term there as Vice President of the former S&B Division and Managing Director of S&B Industrial Minerals S.A. From January 2016, he took over the duties of Executive Director, Greece & Group Corporate Affairs of TITAN Cement Group, where he currently serves as Group Executive Director, Europe and Sustainability. He has sat on many BoDs. Mr. I. Paniaras is renowned in Greece and abroad for his extensive experience and involvement in issues of Sustainability. He has the overall responsibility and management of TITAN Cement Group on sustainability. Moreover, from 2016-2021 he served as Chairman of the SEV Business Council for Sustainable Development. This Council aims to promote sustainable development in business and represent companies in the public consultation on sustainable development held among the state, the society and companies.

The Nominations and Corporate Governance Committee has checked that all the above members:

- ➤ meet the criteria of individual suitability set out in article 3 of Law 4706/2020, Circular no. 60/2020 of the Hellenic Capital Market Commission, and the Suitability Policy for the Members of the Board of Directors (adequacy of knowledge and skills, experience, guarantees of moral standing and reputation, lack of conflict of interest, independence of judgment in the performance their duties, time commitment, non -issuance of a final court decision has been issued which recognises the member's liability for loss-making transactions of the company with related parties, at least, three (3) years prior to the election or the delegation of powers respectively).
- ➤ meet the criteria of collective suitability set out in article 3 of Law 4706/2020, Circular no. 60/2020 of the Hellenic Capital Market Commission, and the Suitability Policy for the Members of the Board of Directors, on the basis of which the Committee has prepared the relevant eligibility table, which is attached to the minutes file.

Moreover, the candidate Independent Non-Executive Members that have been proposed for election by the Nominations and Corporate Governance Committee have been checked in order to confirm that they meet all independence criteria set out in article 9 of Law 4706/2020.

The CVs of the candidates have been posted on the Company's website www.quest.gr.

#### 11th Items

#### **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 upon 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

Purchase of equity shares according to article 49 of law 4548/2018, as such is in force-Provision of 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 approve that the Company may acquire equity shares, in accordance with the provisions of article 49 of Law 4548/2018, as such is in force and to authorize the Board of Directors to implement such resolution.

In particular, the Company will be entitled, within the deadline provided by law, which may not exceed twenty-four (24) months, to proceed directly or indirectly to the purchase of equity shares, up to 10% of its, from time to time, paid-up share capital. Said 10% includes the shares that the Company has previously acquired and holds, with the aim to reduce the capital, make distributions to the employees or proceed to any other action set out by the Law.

Moreover, the Board of Directors will recommend to the General Meeting to approve the maximum (20  $\in$ ) and minimum (1  $\in$ ) purchase price for the Company's equity shares.

#### 13th 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.

#### 14th 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).
- B. The Report of the Audit Committee is available on the Company's website (www.quest.gr).
- **C.** The Remuneration Report and the audit report are available on the Company's website (www.quest.gr).
- **D.** The Remuneration Policy (together with the proposed amendments) is available on the Company's website (www.quest.gr).
- **E.** The draft text of the Codified Articles of Association is available on the Company's website (www.quest.gr).
- **F. The CVs of the candidate** board members are available on the Company's website (www.quest.gr).

#### G. The Reports of

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

have been included in the corporate governance statement contained in the Annual Financial Report for the fiscal year 2021 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)

**H.** The Report of the Independent non-Execitive 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 (<a href="www.quest.gr">www.quest.gr</a>)

#### C. DRAFT RESOLUTIONS OF THE GENERAL MEETING

#### 1st ITEM

Submission for approval of the annual financial statements as at December 31, 2021 (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 2021, the report of the Board of Directors, the explanatory report according to law 4548/2018 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 distribution of profits for the fiscal year 01.01.2021-31.12.2021 and distribution of dividend to the shareholders

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 distribution of profits for the fiscal year 01.01.2021-31.12.2021 and in particular the interim dividend distributed (i.e., an amount of € 1.25 per share (gross amount), € 1,188 (net amount after the withholding of 5%) and excluding the Company's equity shares, in accordance with the resolution passed by the Board of Directors on 24.11.2021 and, further, approved the distribution of the final dividend for the 2021 fiscal year amounting to the sum of fifteen cents (€ 0.15) per share (gross amount), € 0.1425 (net amount after 5% withholding) and excluding the Company's equity shares and it authorised the Board of Directors to procced to any further actions for the implementation of this resolution.

#### 3rd ITEM:

Information from the Chairman of the Audit Committee to the shareholders about the activities of the Audit Committee during the fiscal year 2021

No item to vote or pass a resolution on.

The Ordinary General Meeting was informed about the performance of the Audit Committee during the 2021 fiscal year.

#### 4th ITEM:

Approval of the overall management of the Board of Directors of the Company during the fiscal year 2021 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 2021

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 2021 and released the certified auditors of the Company from any liability for compensation for said fiscal year.

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

Approval of remuneration and compensation of the members of the Board of Directors for the fiscal year 2021 and advance payment of remuneration and compensation for the fiscal year 2022

| 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 € 25,050, for Mr. Faidon Tamvakakis, the sum of € 22,266.67, for Mr. Pantelis Tzortzakis the sum of €           |
| 56,396.67, for Mr. Nikolaos Karamouzis the sum of € 50,400, for Mr. Apostolos Tamvakakis the sum of €                  |
| 58,800, for Mrs. Maria Damanaki the sum of € 45,216.67, for Mrs. Eftychia Koutsoureli the sum of €                     |
| 47,183.33, for Ms Philippa Michali the sum of € 24,216.67€, for Mr. Panagiotis Kyriakopoulos the sum of €              |
| 31,936.67€ and for Mr. Emil Yiannopoulos the sum of € 30,650€, €. i.e., a total of amount of € 392,116.68. 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 current fiscal year        |
| 2022 up to the total gross amount of 750,000 euros until the next Ordinary General Meeting, 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 withvalid 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.

#### 6<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

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 2021 fiscal year according to article 112 § 3 of Law 4548/2018.

#### 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 1/1/2022 - 31/12/2022 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, elected the 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 1/1/2022-31/12/2022 and the tax compliance audit of the year 2022, 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 31/12/22 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.

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

Amendment of articles 15 and 16 of the Company's Articles of Association with regard to the procedure and conditions for the payment of remuneration to the members of the Board of Directors and on the competence of the General Meeting of the Company respectively.

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 amendments of articles 15 and 16 of the Company's Articles of Association with regard to the procedure and conditions for the payment of remuneration to the members of the Board of Directors and on the

competence of the General Meeting of the Company respectively, in order to allow the distribution of variable remuneration in the form of free shares or stock options of the Company, to implement a shares scheme in accordance with the provisions of article 113 or article 114 of law 4548/2018, to the management personnel of subsidiaries as well, as set out in the International Accounting Standard 24 § 9, and in order to implement a share scheme in accordance with the provisions of article 113 or article 114 of Law 4548/2018 and in order for the General Meeting to decide on the implementation of a share scheme in accordance with the provisions of article 113 or article 114 of Law 4548/2018 as follows:

From:

#### «Article 15

## PROCEDURE & CONDITIONS FOR PAYMENT OF REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS

- 1. The members of the Board of Directors shall be entitled to receive remuneration or other benefits in accordance with the law, these Articles of Association and the company's remuneration policy.

  Remuneration or benefits granted to a member of the Board of Directors and not regulated by law or the articles of association shall be borne by the company only if approved by a special resolution of the General Meeting, without prejudice to Articles 110 to 112 of Law 4548/2018, as such is in force.
- 2. A remuneration consisting of a contribution to the profits of the year may be granted. The amount of the aforementioned remuneration is determined by a resolution passed by the General Meeting, which decides by simple quorum and majority. Remuneration paid from the profits of the year is taken from the balance of net profits remaining after all deductions for the legal reserve and the distribution of the minimum dividend to shareholders. This paragraph is without prejudice to Articles 110 to 112 of Law 4548/2018, as such is in force.
- 3. Remuneration to members of the Board of Directors for services to the company under a special relationship, such as, by way of indication, a contract of employment, project or mandate shall be payable under the stipulations of Articles 99 to 101 of Law 4548/2018, as such is in force.
- 4. The general meeting may allow an advance payment for the period up to the next ordinary general meeting. The advance payment is subject to its approval by the next ordinary general meeting.
- 5. With the exception of the remuneration referred to in paragraph 3 of this article, any remuneration or benefit paid or decided to be paid to a particular member of the Board of Directors hereunder may be reduced by the court if, in the circumstances, it is reasonably considered to be huge and shareholders representing one-tenth (1/10) of the capital opposed this decision. The appeal to the court shall be filed within two (2) months upon approval of the general meeting of shareholders representing one-twentieth (1/20) of the share capital who opposed this decision. The court shall hear the above appeal in the course of the procedure of non-contentious jurisdiction and shall decide, taking into account the powers and responsibilities of the member, the efforts he has made, the level of the remuneration paid to members in other similar companies, and the situation, the performance and the company's prospects.

CHAPTER D
GENERAL MEETING OF THE SHAREHOLDERS
Article 16

COMPETENCIES OF THE GENERAL MEETING

- 1. The General Assembly of the company's shareholders is the supreme corporate body, which decides on all matters regarding the company and its legal resolutions bind absent or dissenting shareholders as well.
- 2. The General Assembly is the only competent body for passing the following resolutions:
- a) Amendments of the company's Articles of Association. The ordinary and extraordinary increases or decreases of the share capital are also considered to the amendments.
- b) Election of the Members of the Board of Directors and Election of Auditors,
- c) approval of the management according to article 108 of law 4548/2018, as such is in force, and release of the auditors from any responsibility,
- d) Approval of Annual and Consolidated Financial Statements,
- e) Distribution of annual profits,
- f) approval of payment of remuneration or advance payments according to article 109 of law 4548/2018, as such is in force,
- g) approval of the remuneration policy and the remuneration report according to article 110 and 112 of law 4548/2018, as such is in force,
- h) Merger, fragmentation, transformation, resuscitation, extension of duration, or dissolution of the company, and
- *i)* Appointment of liquidators.
- 3. The following shall not fall under the provisions of the previous paragraph:
- a) increases of the share capital or restructuring expressly imposed by the law or these Articles of Association to the Board of Directors, as well as increases imposed by provisions of other laws,
- b) the amendment or adjustment of provisions of the articles of association by the Board of Directors in cases expressly imposed by the law,
- c) the election, according to the articles of association, pursuant to article 82 of law 4548/2018, as such is in force of members in substitution of members that resigned, deceased or lost their capacity in any way,
- d) the taking over, pursuant to article 78 and 78a of Codified Law 2190/20 of a societe anonyme by another societe anonyme that holds 100% or 90% or more of its shares,
- e) the possibility to distribute interim dividends according to paragraphs 1 & 2 of article 162 of law 4548/2018, as such is in force, and
- f) the possibility to distribute profits or optional reserves in the current reporting period by virtue of a resolution of the Board of Directors, subject to publication formalities, according to paragraph 3 of article 162 of law 4548/2018, as such is in force.

To:

#### «Article 15

### PROCEDURE & CONDITIONS FOR PAYMENT OF REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS

1. The members of the Board of Directors shall be entitled to receive remuneration or other benefits in accordance with the law, these Articles of Association and the company's remuneration policy. Remuneration or benefits granted to a member of the Board of Directors and not regulated by law or the articles of association shall be borne by the company only if approved by a special resolution of the General Meeting, without prejudice to Articles 110 to 112 of Law 4548/2018, as such is in force. Any

payment or benefit in accordance with articles 110 through 112 of law 4548/2018 may be paid to management personnel, as such is set out in the International Accounting Standard 24 § 9.

- 2. A remuneration consisting of a contribution to the profits of the year may be granted. The amount of the aforementioned remuneration is determined by a resolution passed by the General Meeting, which decides by simple quorum and majority. Remuneration paid from the profits of the year is taken from the balance of net profits remaining after all deductions for the legal reserve and the distribution of the minimum dividend to shareholders. This paragraph is without prejudice to Articles 110 to 112 of Law 4548/2018, as such is in force.
- 3. Remuneration to members of the Board of Directors for services to the company under a special relationship, such as, by way of indication, a contract of employment, project or mandate shall be payable under the stipulations of Articles 99 to 101 of Law 4548/2018, as such is in force.
- 4. The general meeting may allow an advance payment for the period up to the next ordinary general meeting. The advance payment is subject to its approval by the next ordinary general meeting.
- 5. With the exception of the remuneration referred to in paragraph 3 of this article, any remuneration or benefit paid or decided to be paid to a particular member of the Board of Directors hereunder may be reduced by the court if, in the circumstances, it is reasonably considered to be huge and shareholders representing one-tenth (1/10) of the capital opposed this decision. The appeal to the court shall be filed within two (2) months upon approval of the general meeting of shareholders representing one-twentieth (1/20) of the share capital who opposed this decision. The court shall hear the above appeal in the course of the procedure of non-contentious jurisdiction and shall decide, taking into account the powers and responsibilities of the member, the efforts he has made, the level of the remuneration paid to members in other similar companies, and the situation, the performance and the company's prospects.

## CHAPTER D GENERAL MEETING OF THE SHAREHOLDERS Article 16

#### COMPETENCIES OF THE GENERAL MEETING

- 1. The General Assembly of the company's shareholders is the supreme corporate body, which decides on all matters regarding the company and its legal resolutions bind absent or dissenting shareholders as well.
- 2. The General Assembly is the only competent body for passing the following resolutions:
- a) Amendments of the company's Articles of Association. The ordinary and extraordinary increases or decreases of the share capital are also considered to the amendments.
- b) Election of the Members of the Board of Directors and Election of Auditors,
- c) approval of the management according to article 108 of law 4548/2018, as such is in force, and release of the auditors from any responsibility,
- d) Approval of Annual and Consolidated Financial Statements,
- e) Distribution of annual profits (to the shareholders, members to the Board of Directors, as well as to company employees)
- f) Approval of payment of remuneration or advance payments according to article 109 of law 4548/2018, as such is in force,
- g) approval of the remuneration policy and the remuneration report according to article 110 and 112 of law 4548/2018, as such is in force,
- h) Merger, fragmentation, transformation, resuscitation, extension of duration, or dissolution of the company,
- i) Appointment of liquidators, and
- j) Implementation of a share scheme for the Company in accordance with the provisions of article 113 or 114 of law 4548/2018.

- 3. The following shall not fall under the provisions of the previous paragraph:
- a) increases of the share capital or restructuring expressly imposed by the law or these Articles of Association to the Board of Directors, as well as increases imposed by provisions of other laws,
- b) the amendment or adjustment of provisions of the articles of association by the Board of Directors in cases expressly imposed by the law,
- c) the election, according to the articles of association, pursuant article 82 of law 4548/2018, as such is in force of members in substitution of members that resigned, deceased or lost their capacity in any way,
- d) the taking over, pursuant to article 78 and 78a of Codified Law 2190/20 of a societe anonyme by another societe anonyme that holds 100% or 90% or more of its shares,
- e) the possibility to distribute interim dividends according to paragraphs 1 & 2 of article 162 of law 4548/2018, as such is in force, and
- f) the possibility to distribute profits or optional reserves in the current reporting period by virtue of a resolution of the Board of Directors, subject to publication formalities, according to paragraph 3 of article 162 of law 4548/2018, as such is in force.

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, approved the codification of the Company's Articles of Association into a unified text and authorised the Board of Directors to proceed to all necessary or expedient actions to this end.

#### 9th 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, based on the text attached to its minutes folder and authorised the Board of Directors to manage the remuneration policy always in accordance with the relevant recommendations of the Remuneration Committee.

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

Mr. Theodoros Fassas received

#### 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:

votes by the shareholders present and represented Such

| ٠. | with theodoros ressus 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 Koutsoureli 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.  |

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 ......%.

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. Mrs. Ioanna Dretta 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 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 ..........%.
- 9. Mr. Nikolaos Socrates Lamproukos received ....... votes by the shareholders present and represented. Such votes represent ..... shares out of ....... total shares, i.e., a percentage equal to ......%.
- 10. 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 ..........%.
- 11. Ms. 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 ..........%.
- 12. Mr. Ioannis Paniaras 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 2025.

Following the above election, the Board of Directors will consist of 12 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 anew and will elect its executive and non-executive Members in accordance with the provisions of the Law and the Articles of Association.

#### 11th 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 and its members.

#### 12th ITEM

Purchase of equity shares according to article 49 of law 4548/2018, as such is in force- Provision of 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 equity shares, in accordance with the provisions of article 49 of Law 4548/2018, as such is in force and authorized the Board of Directors to implement such resolution.

In particular, the Company will be entitled, within the deadline provided by law, which may not exceed twenty-four (24) months, to proceed directly or indirectly to the purchase of equity shares, up to 10% of its, from time to time, paid-up share capital. Said 10% includes the shares that the Company has previously acquired and holds, with the aim to reduce the capital, make distributions to the employees or proceed to any other action set out by the Law. The maximum and minimum purchase price for the Company's equity shares is set at 20 € and 1 € respectively.

Moreover, the Board of Directors will recommend to the General Meeting to approve the.

#### 13<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.

#### 14th ITEM:

Miscellaneous - Announcements.

No item to vote or pass a resolution on.