

12.07.2023 EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

Drafts of proposed resolutions for the items on the Agenda

1. Reduction of the company's share capital through the cancellation of own shares and amendment of the article 5 of the company's Articles of Association.

The Board of Directors will propose the cancellation of 3,026,921 own shares held by the Company, i.e. 3,026,921 common registered shares with a nominal value of €0.78 each, which correspond to 4.33% of the existing share capital of the Company.

The above treasury shares were acquired as follows:

- a) In the year 2012, 38,540 own shares with a total value of €140,602, in implementation of the decision of the Ordinary General Shareholders Meeting dated 21.06.2012, which was amended by the decision of the Extraordinary General Shareholders Meeting dated 09.10.2012 regarding the maximum number of own shares that can be acquired. The above shares, following the decision of the Ordinary General Shareholders Meeting dated 27.04.2018, where the reduction of the nominal value of the Company's shares was decided (hereinafter "**Stock Split**"), corresponded to 77,080 treasury shares.
- b) In the year 2013, 314,253 own shares with a total value of €1,545,321, in implementation of the decision of the Ordinary General Shareholders Meeting dated 21.06.2012, which was amended by the decision of the Extraordinary General Meeting dated 09.10.2012 regarding the maximum number of own shares that can be acquired. The above shares following the Stock Split corresponded to 628,506 own shares.
- c) During the year 2014, 15,998 own shares with a total value of €165,797, in implementation of the decision of the Ordinary General Shareholders Meeting dated 26.06.2014. The above shares following the Stock Split corresponded to 31,996 own shares.
- d) During the year 2015, 68,758 treasury shares with a total value of €480,333, in implementation of the decision of the Ordinary General Shareholders Meeting dated 26.06.2014. The above shares following the Stock Split corresponded to 137,516 own shares.
- e) During the year 2016, 50,851 own shares with a total value of €457,719, in implementation of the decision of the Extraordinary General Shareholders Meeting dated 09.06.2016. The above shares following the Stock Split corresponded to 101,702 own shares.
- f) During the year 2017, 877,400 treasury shares with a total value of €9,739,140, in implementation of the decision of the Extraordinary General Shareholders Meeting dated 09.06.2016. The above shares following the Stock Split corresponded to 1,754,800 own shares.
- g) In the year 2020, 94,395 treasury shares with a total value of €801,481 of which 33,304 shares corresponded to treasury shares acquired in implementation of the decision of the Extraordinary General Shareholders Meeting dated 25.07.2018 and 61,091 corresponded to treasury shares acquired in implementation of the decision of the Extraordinary General Shareholders Meeting dated 02.09.2020.
- h) In the year 2021, 70,329 treasury shares with a total value of €629,121, in implementation of the decision of the Extraordinary General Meeting of Shareholders from 02.09.2020.

- i) In the year 2022, 22,470 treasury shares with a total value of €153,826 of which 18,949 shares corresponded to treasury shares acquired in implementation of the decision of the Extraordinary General Shareholders Meeting dated 02.09.2020 and 3,521 corresponded to treasury shares acquired in implementation of the decision of the Ordinary General Shareholders Meeting dated 05.31.2022.
- j) In the year 2023, 108,127 own shares with a total value of €763,082 in implementation of the decision of the Ordinary General Shareholders Meeting dated 31.05.2022.

Following the aforementioned cancellation, the Board of Directors proposes to the General Meeting the corresponding reduction of the Company's share capital by the amount of €2,360,998.38. In particular, it is proposed that the last paragraph of article 5 of the articles of association regarding the share capital be replaced as follows:

"With the decision of 12/07/2023 of the Extraordinary General Meeting of the Company's shareholders, the share capital was reduced by the amount of 2,360,998.38 euros with the cancellation of 3,026,921 own common registered shares of nominal value 0.78 euros each held by the Company.

After the above, the Company's share capital amounts to 52,143,439.14 euros and is divided into 66,850,563 common registered shares, with a nominal value of 0.78 euros each."

The Board of Directors also proposes to the General Meeting to decide regarding the relevant codification of the Company's Articles of Association.

Finally, it is proposed that the General Meeting provides the Board of Directors with the authorization to regulate all relevant issues for the implementation of this decision.

2. Election of a new Audit Committee in accordance with article 44 of Law 4449/2017, as in force - determination of type, term, number and skills of its members as well as determination of its members.

Due to the resignation of Mr. Christos Oikonomou as a member of the Audit Committee who was elected by the decision of the General Shareholders Meeting dated 04.05.2023, it is proposed to elect a new Audit Committee by the General Meeting, in accordance with the provisions of provisions of article 44 of Law 4449/2017, as in force.

In particular, according to the relevant proposal of the Company's Nomination and Remuneration Committee which is posted at the following address: <https://sarantisgroup.com/investor-relations/shareholders/general-meetings/> together with the CVs of the proposed members to be elected, it is proposed to elect a three-member Audit Committee with an annual term, which will be an independent committee and will consist of one non-executive members of the Board of Directors, and two third persons, not members of the Board of Directors, while, as a whole, the members of the Audit Committee will be independent within the context of article 9 of L.4706/2020.

Specifically, it is proposed to re-elect as members of the Audit Committee, Mrs. Irene Nikiforaki of Markos, independent non-executive members of the Board of Directors, and Mr. Ioannis Arkoulis of Michael, non-member of the Board of Directors and Certified Public Accountant, as well as Mrs. Angeliki Samara of Dimitris, non-member of the Board of Directors, Assistant Professor in Accounting at the University of Macedonia.

It is noted that the proposed members of the Audit Committee are independent, in the context of article 9 of L.4706/2020, have sufficient knowledge of the sector in which the Company operates and Mr. Ioannis Arkoulis, who is independent from the Company, within the context of article 9 of Law 4706/2020, has proven sufficient knowledge in audit and accounting, in accordance with the provisions of par. 1 (f) of no. 44 of Law 4449/2017. More specifically, in case of a replacement of a member of the Audit Committee as provided in article 44 par. 1 (f), a non-executive member of the Board of Directors may be designated as a member of the Audit Committee, as long as the majority of the members of the Audit Committee are independent, within the context of article 9 of Law 4706/2020.