

**20.05.2021 ORDINARY GENERAL SHAREHOLDERS MEETING**

**Drafts of proposed resolutions for the items on the Agenda**

**1. Submission and approval of the Annual Financial Statements along with the Management's and Statutory Auditor's Report, for the financial year 1.1.2020 - 31.12.2020.**

The Board of Directors proposes to the General Meeting the approval of the annual financial statements of the Company (including the consolidated financial statements) for the year 2020 (01.01.2020-31.12.2020), including the Board of Directors Management Report and the Certified Auditor's Report, as these have been approved by the Board of Directors on 08.04.2021 and published on the Company's website on 08.04.2021.

In addition, it is proposed to approve the Income statement for the year 2020, which is as follows:

Earnings before taxes	19,176,435.04
Income tax	-699,795.37
Deferred tax	-152,551.86
Earnings after tax	18,324,087.81
Dividends in reserve for the year 2020 from foreign subsidiaries	12,280,206.56
Balance carried forward	6,043,881.25

Also, it is proposed to register an amount of € 914,339.15 in the Ordinary Reserve and to pay a total gross amount of €1,298,000.00 as remuneration from the Company's' profits' distribution, in accordance with the applicable Remuneration Policy (term 2.1.1. v) in the following members of the Board of Directors:

- (a) To the Chairman of the BoD, Mr. Grigoris Sarantis, an amount of €331,000.00,
- (b) To the Vice-Chairman of the BoD and Managing Director, Mr. Kyriakos Sarantis, an amount of €437,000.00,
- (c) To the executive member of the BoD Mr. Konstantinos Rozakeas, an amount of €490,000.00,
- (d) To the non-executive member of the BoD Mrs. Aikaterini Saranti, an amount of €40.000,00.

Furthermore, it is proposed to distribute a dividend of 0.214661421 euros per share, i.e. a total amount of 15 million euros. The said amount is subject to withholding tax of 5% (according to the provisions of article 40 par. 1 of law 4172/2013, as in force), if required. The amount to be distributed corresponding to the treasury shares held by the Company will increase the amount to be distributed to the other shareholders. The exact amount following the adjustment for the own shares will be announced by the Company after the record date. Finally, the Board of Directors proposes to be authorized by the General Meeting in order to determine the remaining details and to take any action required for the proper implementation of the above decision.

**2. Submission of the Annual Audit Committee report.**

The Annual Report of the Audit Committee for the year 2020, which is posted on the Company's website(<https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>), will be presented to the shareholders. It is noted that the above report includes the actions of the Audit Committee and the issues addressed during the fiscal year 2020. In addition, it includes a description of the sustainability policy followed by the Company.

**3. Approval of the overall management for the financial year 01.01.2020 – 31.12.2020.**

It is proposed to approve the overall management of the company for the year 2020.

**4. Discharge of the Certified Auditors for the audit of the financial year 01.01.2020 - 31.12.2020.**

It is proposed to discharge the certified auditors from any liability for compensation for the activities of the year 2020.

**5. Election of a regular and an alternate certified auditor for the ordinary and tax audit of the financial year 1.1.2021 - 31.12.2021, and approval of their fees**

Following a relevant proposal of the Audit Committee of the Company, the Board of Directors proposes to the General Meeting to approve the election of the audit firm "BDO CERTIFIED PUBLIC ACCOUNTANT S.A." as the auditor for the financial year 01.01.2021 – 31.12.2021. In addition, it is proposed to authorize the Board of Directors in order to negotiate and agree with the above audit firm its remuneration.

**6. Submission for discussion and voting of the Remuneration Report for the financial year 01.01.2020-31.12.2020.**

The shareholders are to discuss and vote on the Remuneration Report of the Board of Directors for the year 2020, which was approved by the Board of Directors on 21/04/2021 and includes a comprehensive overview of all remuneration received by the members of the Board of Directors within 2020, according to article 112 of L.4548/2018 and the Company's Remuneration Policy approved by the General Shareholders' Meeting dated June 18<sup>th</sup> 2019. The Company's Remuneration Report can be found in the following link: <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>.

**7. Amendment of the Company's Remuneration Policy.**

It is proposed to approve the amendment of the Company's Remuneration Policy, in accordance with article 110 of Law 4548/2018.

The draft of the revised Remuneration Policy can be found in the Company's website: <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/> .

**8. Increase of the maximum number of the Board of Directors members from 11 to 15 and relevant amendment of article 8 of the Company's Articles of Association.**

It is proposed to increase the number of the members of the Company's board of directors from 11 to 15, in accordance with the provisions of the corporate governance law. Subsequently, it is proposed to amend accordingly par.1 of article 8 of the Company's Articles of Association, as follows:

*"1. The Board of Directors of the Company consists of three (3) to fifteen (15) members. The exact number of members is determined by the General Meeting which may elect up to three*

*(3) alternate members. A legal entity can be appointed as member of the Board of Directors. In this case the legal entity is obliged to appoint a natural person for the exercise of the powers of the legal entity as a member of the Board of Directors ".*

**9. Election of a new Board of Directors and appointment of the independent & non-executive members of the Board of Directors.**

It is proposed to elect a new eleven-member Board of Directors, with a five-year term, automatically extended until the end of the term, within which period the next regular general meeting must convene after the end of its term and until the relevant decision is taken, and it is not possible to exceed six years. The new Board of Directors proposed consists of the following members:

- i. Grigoris P. Sarantis
- ii. Kyriakos P. Sarantis
- iii. Aikaterini P. Saranti
- iv. Konstantinos P. Rozakeas
- v. Konstantinos F. Stamatiou
- vi. Ioannis K. Bouras
- vii. Georgios P. Kostianis
- viii. Christos I. Oikonomou
- ix. Nikolaos P. Nomikos
- x. Dimitrios P. Reppas
- xi. Irene M. Nikiforaki

It is proposed to appoint as independent and non-executive members of the Board of Directors of the Company, Messrs. Christos I. Oikonomou, Nikolaos P. Nomikos, Dimitrios P. Reppas and Irene M. Nikiforaki, according to the provisions of law 3016/2002, as well as law 4706/2020.

**10. Appointment of the Audit Committee members according to a.44 of L. 4449/2017.**

It is proposed to elect a new Audit Committee by the General Meeting, in accordance with the provisions of article 44 of law 4449/2017, as in force.

In particular, it is proposed to elect a three-member Audit Committee, which will be an independent committee and will consist of two independent non-executive members of the Board of Directors and a third person, with a term until the Ordinary General Meeting to be convened in 2022.