

ORDINARY GENERAL MEETING TO BE HELD ON 28/04/2025

Draft proposed decisions on the items on the Agenda

- 1. Submission and Approval of the Annual Financial Statements, including the consolidated annual financial statements, along with the reports of the Board of Directors, the Sustainability Report of article 154 of Law 4548/2018 and the report of the Certified Auditor, for the fiscal year 01/01/2024 – 31/12/2024. Approval of the distribution of the results of the fiscal year 01/01/2024 – 31/12/2024, payment of dividend and fees from the profits of the fiscal year.**

The Board of Directors recommends to the General Meeting the approval of the Company's annual financial statements (including the consolidated financial statements) for the fiscal year 2024 (01/01/2024 - 31/12/2024), along with the Report of the Board of Directors, the Sustainability Report of article 154 of Law 4548/2018 and the Audit Report of the Certified Auditor, as approved by the Board of Directors on 12/03/2025 and posted on the Company's website on 12/03/2025 as well as on the website of the Athens Stock Exchange on 12/03/2025.

In addition, the Board of Directors recommends to the General Meeting the approval of the Profit and Loss Account for the fiscal year 2024, which has as follows:

Profit before taxes	36,886,826.19
Income tax	-2,106,769.15
Deferred tax	957,128.48
Profit after taxes	35,737,185.52
Special reserve from subsidiary dividends	32,319,226.51
Balance of retained earnings	3,417,959.01

It is also proposed to record the amount of € 1,777,629.25 in the Ordinary Reserve according to the article 158 of Law 4548/2018.

Following to this, it is proposed to distribute a dividend of € 0.2991747429262490 per share, that is a total amount of € 20,000,000.00. Such amount is subject to 5% withholding tax (in accordance with the provisions of Article 40, paragraph 1 of Law 4172/2013, as in force). The-dividends corresponding to the treasury shares will be added to the amounts distributable to the other shareholders and the precise amount payable will be announced by the Company after the record date. Entitled to the dividend will be the shareholders of the Company that are registered at the record date in the Dematerialized Securities System (DSS) that is being administered by the Company named "Hellenic Central Securities Depository S.A.". As already announced by the Company in the Financial Calendar 2025, the proposed cut-off date is Friday, 2 May 2025, the proposed record date is Monday, 5 May 2025, while the dividend payment process will commence on Friday, 9 May 2025.

Finally, the Board of Directors recommends that the General Meeting authorizes the Board of Directors to determine the respective details and to take any action necessary for the proper implementation of the above decision.

Furthermore, payment of a total gross amount of € 1,290,510.00 as remuneration, from the Company's earnings, is proposed, in accordance with the current Remuneration Policy (Article 5, and the Articles of Association (article 25§3) to the following members of the Board of Directors (BoD) and Executive Officers:

1. To the Chairman of the BoD - Executive member, Mr. Kyriakos Sarantis, the amount of € 300,000.00.
2. To the Vice-Chairman of the BoD - Non-Executive Member, Mr. Grigorios Sarantis, the amount of € 60,000.00.
3. To the CEO - Executive Member, Mr. Ioannis Bouras, the amount of € 272,900.00.
4. To the Executive Member of the BoD, Mr. Christos Varsos, the amount of € 123,600.00.
5. To the Executive Member of the BoD, Mr. Evangelos Siarlis, the amount of € 102,750.00.
6. To the Non-Executive Member of the BoD, Mr. Konstantinos Rozakeas, the amount of € 51,000.00.
7. To the Independent Non-Executive Member of the BoD, Mr. Michalis Imellos, the amount of € 69,000.00.
8. To the Independent Non-Executive Member of the BoD, Mrs. Maria-Ioanna Politopoulou, the amount of € 51,000.00.
9. To the Independent Non-Executive Member of the BoD, Mrs. Aggeliki Samara, the amount of € 51,000.00.
10. To the Group Chief Supply Chain Officer, Mr. Nikolaos Bazigos, the amount of € 126,060.00.
11. To the Group Chief Marketing Officer, Mr. Lakis Vassiliadis, the amount of 83,200.00.

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

2. Submission of the Annual Activity Report of the Audit Committee for the year 01/01/2024 – 31/12/2024.

The Annual Activity Report of the Audit Committee for the fiscal year 2024, which is posted on the Company's website (<https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>), will be presented to the shareholders according to article 44 paragraph 1(i) of Law 4449/2017 as in force. It is noted that the above report details the activity of the Audit Committee and the issues that were addressed during the fiscal year 2024, as well as subsequent actions of the Audit Committee until the approval of the Annual Financial Statements from the Board of Directors. In addition, it includes a description of the Company's policy for sustainable development.

[NOTE: The Annual Activity Report of the Audit Committee is being submitted to the Annual General Meeting according to article 44 paragraph 1(i) of Law 4449/2017 as in force and is not subject to the vote of the Meeting].

3. Approval of the overall management regarding the fiscal year 01/01/2024 – 31/12/2024.

It is proposed that the Meeting approves the overall management during the fiscal year 2024, in accordance with the provisions of Article 108 of Law 4548/2018.

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

4. Discharge of the Certified Auditors from any responsibility for the audit of the fiscal year 01/01/2024 – 31/12/2024.

It is proposed that the Certified Auditors be relieved of any liability for indemnification with regard to the fiscal year 2024.

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

5. Appointment of an ordinary and an alternate Certified Auditor for the regular audit of the financial statements and the limited assurance of the Sustainability Report for the year 01/01/2025 – 31/12/2025, and determination of their fee.

Following a relevant proposal of the Company's Audit Committee, the Board of Directors recommends to the General Meeting to approve, for the audit of the financial statements and the limited assurance of the Sustainability Report for the fiscal year 01/01/2025 - 31/12/2025 (a) the assignment of such task to the firm of certified auditors "KPMG Auditors S.A." [SOEL (Institute of Certified Public Accountants of Greece) Reg. No.: 114) and in particular Mr. Vasileios Kaminaris, son of Georgios, (SOEL Reg. No.: 20411) in the capacity of Ordinary Certified Auditor and Mr. Dimitrios Tanos, son of Georgios, (SOEL Reg. No.: 42241) in the capacity of Alternate Certified Auditor, both of them being members of the above audit firm, as well as (b) the determination of the fee of the audit firm for carrying out the audit of the Company (parent company), the provision of a tax certificate and the limited assurance of the Sustainability Report for a total amount of € 206,000.00 (two hundred and six thousand euros) plus the applicable VAT.

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

6. Submission for discussion and voting of the Remuneration Report of article 112 of Law 4548/2018 for the year 01/01/2024 – 31/12/2024.

The Remuneration Report of the members of the Board of Directors for the fiscal year 2024, which was approved by the decision of the Board of Directors on 12/03/2025, and includes a comprehensive overview of the total remuneration received by the members of the Board of Directors during the fiscal year 2024, is submitted to the shareholders for discussion and voting in accordance with the provisions of Article 112 of Law 4548/2018 and the Company's Remuneration Policy. The Remuneration Policy Report is posted on the following address: <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>.

[NOTE: According to article 112, paragraph 3 of Law 4548/2018, the shareholders' vote on the submitted remuneration report is of advisory nature. The Board of Directors will explain in the next Remuneration Report the way that the outcome of such voting process was taken into consideration]

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

7. Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9, paragraph 5 of Law 4706/2020.

The Report of the Independent Non-Executive Members of the Board of Directors for the fiscal year 2024, which has been drafted according to article 9 paragraph 5 of Law 4706/2020 and is posted on the Company's website (<https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>), will be presented to the General Meeting of Shareholders.

[NOTE: The Report of the Independent Non-Executive Members of the Board of Directors is being submitted to the General Meeting according to article 9 paragraph 5 of Law 4706/2020 and is not subject to the vote of the Meeting].

8. Amendment of the Remuneration Policy of the Company.

Following a relevant recommendation from the Remuneration and Nominations Committee, the Board of Directors proposes the approval of the amendment of the Remuneration Policy concerning the Members of the Board of Directors as well as the Executive Officers of the Company as follows:

1. Introduction of an additional Key Performance Indicator (KPI) in the 3rd Cycle of the Bonus Shares Distribution Plan. The KPIs of the 3rd Cycle and their percentages will be as follows:

- Percentage increase in EBITDA margin at 40%
- Earnings per Share (EPS) at 30%
- Carbon Emissions Reduction (CO₂ Carbon Emissions – CO₂ CE Scope 1, 2) at 30%

2. Replacement of the KPI “Inventories” by the KPI “Working Capital” as a percentage of net sales (operating working capital as % of net sales) in the Short-Term Incentive Plan (Bonus).

3. Participation of additional categories of executives in the 3rd Cycle of the Bonus Shares Distribution Plan, according to the internal grading table with regard to Greece and the Group's subsidiaries. At this point it is noted that the total value of the shares to be allocated, for all participants, will not exceed for the 3rd three-year cycle (2025 - 2027) the amount of € 1,900,000 versus € 1,300,000 that was the amount initially approved. In any case, the total number of shares to be allocated in all 3 three-year cycles will not exceed 0.7% of the total number of existing shares, i.e. 467,954 shares.

Based on the above, the proposed draft of the revised Remuneration Policy concerning the Members of the Board of Directors and the Executive Officers is available on the Company's website: (<https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>).

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

9. Amendment of the Suitability Policy of the members of the Board of Directors.

In accordance with the provisions of article 3 of Law 4706/2020 and SC circular no. 60/18.09.2020 on: “Guidelines for the Suitability Policy of article 3 of Law 4706/2020”, the Board of Directors approved at its meeting of 22/10/2024 based on the proposal of the Remuneration and Nominations Committee, dated 22/10/2024, the revised Suitability Policy for the members of the Board of Directors, that was previously approved by the General Meeting of Shareholders on 16/07/2021.

The revised Suitability Policy is posted on the company's website <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/> and is submitted for approval to the General Meeting of Shareholders.

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

10. Approval of the Evaluation Policy of the members of the Board of Directors.

The Board of Directors approved at its meeting of 22/10/2024 the Evaluation Policy for the members of the Board of Directors, which was proposed on 22/10/2024 by the Remuneration and Nominations Committee.

The Evaluation Policy is posted on the Company's website <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/> and is submitted for approval to the General Meeting of Shareholders.

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

11. Approval of the Succession Policy of the members of the Board of Directors.

The Board of Directors approved at its meeting of 22/10/2024 the Succession Policy concerning the members of the Board of Directors, which was proposed on 22/10/2024 by the Remuneration and Nominations Committee.

The Succession Policy is posted on the company's website <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/> and is submitted for approval to the General Meeting of Shareholders.

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

12. Announcements

Discussion of various matters related to the Company.