

**DRAFT RESOLUTIONS OF THE REGULAR GENERAL MEETING OF THE SHARES OF THE  
JOINT STOCK COMPANY**

**"I. KLOUKINAS – I. LAPPAS TECHNICAL AND COMMERCIAL LIMITED LIABILITY  
COMPANY"**

**OF June 21 · 2023**

\*\*\*\*\*

**1<sup>st</sup> Topic : Submission and approval of the Annual Financial Report of the Corporate Year 2022 (1.1.2022 to 31.12.2022) which includes and is submitted for approval the Annual Consolidated and Corporate Financial Statements after the relevant Reports and Statements of the Board of Directors and the Sworn Auditors .**

Required quorum: 1/5 of the Company's paid-up share capital. Required majority: Absolute majority of votes represented at the General Assembly.

**Draft Decision:**

The General Assembly of shareholders approves:

- (a) The Annual Financial Report of the Corporate Year 2022 (1.1.2022 to 31.12.2022),
- (b) The reports of the Board of Directors and the Sworn Auditors on the Financial Statements for the year 2022 (1.1.2022 – 31.12.2022).

**2<sup>nd</sup> Topic: Approval of the overall management of the Board of Directors that took place during the fiscal year 1.1.2022 to 31.1.2022, in accordance with article 108 of Law 4548 / 2018 and discharge of the auditors for the fiscal year 1.1.2022 to 31.12.2022 in accordance with article 117 par. 1 para. (c) of Law 4548 / 2018 .**

Required quorum: 1/5 of the Company's paid-up share capital. Required majority: Absolute majority of votes represented at the General Assembly.

**Draft decision:**

The General Assembly of shareholders decides, by roll-call vote, the approval of the overall management of the Board of Directors that took place during the corporate year 1.1.2022 to 31.1.2022, in accordance with article 108 of Law 4548 / 2018 and the discharge of auditors for the period 1.1.2022 to 31.12.2022 in accordance with article 117 par. 1 para. (c) of Law 4548 / 2018.

---

**3<sup>rd</sup> Topic: Notice of election by the Company's Board of Directors of new members of the Company's Board of Directors, non-independent executive and non-executive, to replace resigned members (executive and non-executive). Approval of Election .**

Required quorum: 1/5 of the Company's paid-up share capital. Required majority: Absolute majority of votes represented at the General Assembly.

In accordance with article 10 of the Company's Articles of Association and article 82 of Law 4548/2018, it is announced at the Annual Regular General Meeting of the Company's Shareholders that the Company's Board of Directors:

- i. during its meeting, on 1.3.2023, unanimously elected Mr. Ioannis Papavasiliou of Ilias , as a new non-executive member of the Company's Board of Directors, to replace the resigned , on 23.2.2023, non-executive member of the Company's Board of Directors, Mr. Ilias Boukauris , for the rest of his term, i.e. until 22.4.2024, which is extended, according to article 85 par. 1 sub . c' of Law 4548/2018, as applicable, and article 10 of the Company's Articles of Association, until the end of the deadline within which the next Ordinary General Meeting must be convened in 2024 and until the relevant decision is taken.
- ii. during its meeting, on 19.5.2023, unanimously elected a. Mr. Dimitrios Klonis Christos and b. Mr. Sotirios Bakayiannis of Evangelos, as new executive members of the Company's Board of Directors, to replace the resigned , on 15.5.2023 (resignation effective 18.5.2023), executive member of the Company's Board of Directors, Mr. Ioannis Lappa and non-executive member of the Company's Board of Directors, Mrs. Marys Lappa , for the remainder of their term, i.e. until 22.4.2024, which is extended, in accordance with article 85 par. 1 sub . c' of Law 4548/2018, as applicable, and article 10 of the Company's Articles of Association, until the end of the deadline within which the next Ordinary General Meeting must be convened in 2024 and until the relevant decision is taken.

**The General Assembly did NOT take actions to replace the above elected new members.**

**DRAFT RESOLUTIONS OF THE REGULAR GENERAL MEETING OF THE SHARES OF THE  
JOINT STOCK COMPANY**

**"I. KLOUKINAS – I. LAPPAS TECHNICAL AND COMMERCIAL LIMITED LIABILITY  
COMPANY"**

**OF June 21 · 2023**

\*\*\*\*\*

**4<sup>th</sup> Topic: Approval of fees for members of the Board of Directors for the financial year 1.1.2022 – 31.12.2022 and pre-approval of their fees for the financial year 1.1.2023 – 31.12.2023 in accordance with article 109 of Law 4548/2018 .**

Required quorum: 1/5 of the Company's paid-up share capital. Required majority: Absolute majority of votes represented at the General Assembly.

Draft decision:

The General Assembly of shareholders approves, in accordance with Article 109 of Law 4548/2018, the following fees for the members of the Company's Board of Directors in the following categories for the year 2022, totaling 201,000.00 euros gross, which will be paid **once** from of the taxed and undistributed profits of past years, and in addition pre-approves remuneration according to the following distinctions to the members of the Company's Board of Directors for the year 2023, totaling **234,750.09** euros gross which will be paid proportionally on a monthly basis from the taxable and undistributed profits of distributed profits of past years. Particularly :

**(a) The General Assembly approves the payment of the following fees, for the year 2022 (1.1.2022 to 31.12.2022) :**

- To the incumbent for the corporate year from 1.1.2022 to 31.12.2022 Chairman of the Board of Directors. and CEO of the Company, Mr. **Ioannis Lappa** , the total amount of eighty thousand euros (80,000.00 euros) gross is approved, as remuneration for his capacity as Chairman of the Board of Directors, the monitoring and management of corporate affairs and the planning of the general policy and strategy of the Company, paid, as stated once,
- For the corporate year from 1.1.2022 to 31.12.2022 I acted as Managing Director and Member of the Board of Directors. Ms. **Violet Lappa** is approved the total sum of fifty thousand euros (50,000.00 euros) gross, as remuneration for her participation in the meetings of the Board of Directors, the monitoring and management of corporate affairs and the planning of the general policy and strategy of the Company, as well as the its involvement in the commercial promotion of the Company's products, services and other operations , paid, likewise, once.

- To the members of the Board of Directors for the corporate year from 1.1.2022 to 31.12.2022 **Ms. Mary Lappa** and Mr. **Avraam Spendzari** , the total amount of twenty-five thousand euros (25,000.00 euros) gross, to each of them, as a fee for their participation in the Board of Directors Meetings, is approved, as well as the performance of their statutory duties as non-executive members of the Board of Directors, in accordance with article 7 of Law 4706/2020, as above all and among others, the monitoring and examination of the Company's strategy and its implementation, as well as and the achievement of its objectives, ensuring the effective supervision of the executive members, including the monitoring and control of their performance and the examination and expression of opinions on the proposals submitted by the executive members, based on existing information, based on existing information, paid , likewise, once.
- To the member of the Board of Directors for the corporate year from 1.1.2022 to 31.12.2022, Mr. **Ilias Boukauris** , the total amount of three thousand euros (3,000.00 euros) gross is approved, as remuneration for his participation in the Board Meetings, as well as the execution of his statutory duties as a non-executive member of the Board of Directors, in accordance with article 7 of Law 4706/2020, such as above all and among others, the monitoring and examination of the Company's strategy and its implementation, as well as the achievement of the of its objectives, ensuring the effective supervision of the executive members, including the monitoring and control of their performance and the examination and expression of opinions on the proposals submitted by the executive members, based on existing information, paid, likewise, in a lump sum.
- To the independent non-executive members of the Board of Directors for the corporate year from 1.1.2022 to 31.12.2022 Mr. **Theodoros Karavia** and **Ms. Ioanna Pandi** , the total amount of nine thousand euros (9,000.00 euros), gross to each of them, is approved as remuneration for their participation in the Meetings of the Board of Directors, as well as the performance of their statutory duties as independent non-executive members of the Board of Directors, in accordance with article 7 of Law 4706/2020, such as above all and among others, the monitoring and examination of the Company's strategy and its implementation, as well as the achievement of its goals, the assurance of effective supervision of the executive members, including the monitoring and control of their performance and the examination and expression of opinions on the proposals submitted by the executive members, based on existing information, paid, likewise, in a lump sum, for the amount of which, as acceptance to an independent non-executive member of the Board of Directors, it is noted that this

is an insignificant remuneration, within the meaning of article 9 par. 2(a) of law 4706/2020.

For clarification, it is stated that all the above sums are gross and before corresponding taxes and legal deductions.

**(b) The General Assembly pre-approves the advance payment of the following fees, for the year 2023 and within it, a total amount of 234,750.09 euros gross, according to the following distinctions :**

- To the President and Executive Member of the Board of Directors, for the fiscal year 1.1.2023 to 31.12.2023, therefore for the entire duration of the fiscal year, the total amount of eighty thousand euros (80,000.00 euros) gross, as a fee, is approved for his capacity as Chairman of the Board of Directors, the monitoring and management of corporate affairs and the planning of the general policy and strategy of the Company, during the above period of time, paid, as said, proportionally on a monthly basis . It therefore decides and approves the above remuneration to continue to be paid proportionally for the year 2023 and until the Annual Regular General Meeting of the year 2023 (which will be convened in the year 2024), until the provision of new approval by the next regular general meeting of its shareholders Company. The above total amount is distributed according to the following distinctions per person who served in the position of President and Executive Member of the Board of Directors, according to the time he served in this position:
  - To the incumbent from **1.1.2023 to 18.5.2023** Chairman of the Board of Directors and CEO of the Company, Mr. **Ioannis Lappa** , the total amount of thirty thousand six hundred and sixty six euros and sixty cents (30,666.60 euros) gross is approved, for the above reason.
  - To the President and executive member of the Board elected on 19.5.2023. of the Company, Mr. **Dimitrios Klonis** , the total amount of forty thousand three hundred and thirty-three euros and forty cents (49,333.40 euros) gross is approved, for the above reason.
- To the Managing Director of the Company / Executive Member of the Board. approved, for the fiscal year 1.1.2023 to 31.12.2023, therefore for the entire duration of the fiscal year, the total amount of fifty thousand euros (50,000.00 euros) gross, as remuneration for his participation in the meetings of the Board of Directors, the monitoring and management of corporate affairs and the planning of the Company's general policy and strategy, as well as his involvement in the commercial promotion of the Company's products, services and other operations, similarly, paid proportionately on a monthly basis . It therefore decides and approves the above remuneration to continue to be

paid proportionally for the year 2023 and until the Annual Regular General Meeting of the year 2023 (which will be convened in the year 2024), until the provision of new approval by the next regular general meeting of its shareholders Company. The above total amount is distributed according to the following distinctions per person who served in the position of CEO, according to the time he served in this position:

- To the elected on 19.5.2023 Managing Director and Member of the Board of Directors. Mr. **Sotirios Bakayiannis**, the total amount of thirty thousand eight hundred and thirty-three euros and fifty-two cents (30,833.52 euros) gross is approved, for the above reason.
- I served from **1.1.2023 to 18.5.2023** as CEO and Member of the Board of Directors. Ms. **Violet Lappa** approves the total amount of nineteen thousand one hundred sixty-six euros and forty-eight cents (19,166.48 euros) gross, for the above reason.
- To the executive member of the Board of Directors, from **19.5.2023** , Ms. **Violet Lappa** is approved for the period from 19.05.2023 until 31.12.2023, the total amount of thirty thousand eight hundred and thirty-three euros and fifty-two cents (30,833.52 euros) gross, as remuneration for his participation in the meetings of the Board of Directors, on monitoring and management of corporate affairs and the planning of the Company's general policy and strategy, as well as his involvement in the commercial promotion of the Company's products, services and other operations, likewise, paid proportionately on a monthly basis . It therefore decides and approves the above remuneration to continue to be paid proportionally for the year 2023 and until the Annual Regular General Meeting of the year 2023 (which will be convened in the year 2024), until the provision of new approval by the next regular general meeting of its shareholders Company.
- To the Non-executive members of the Board of Directors **Mr. Ioannis Papavasiliou, Mr. Avraam Spendzari and Ms. Mary Lappa** is approved, for the fiscal year 1.1.2023 to 31.12.2023, therefore for the entire duration of the fiscal year, the total amount of twenty-five thousand euros (25,000.00 euros) gross to each of them as a fee for monitoring of corporate affairs, for their participation in the Meetings of the Board of Directors, as well as the performance of their statutory duties as a non-executive member of the Board of Directors, in accordance with article 7 of Law 4706/2020, as above all and among others, the monitoring and examination of the Company's strategy and its implementation, as well as and the achievement of its objectives, ensuring the effective supervision of the executive members, including the monitoring and control of their performance and the examination and expression of opinions on

the proposals submitted by the executive members, based on existing information, paid, likewise, proportionately on a monthly basis. It therefore decides and approves the above remuneration to continue to be paid proportionally for the year 2023 and until the Annual Ordinary General Meeting of the year 2023 (which will be convened in the year 2024), until the provision of new approval by the next ordinary general meeting of the Company's shareholders. The above total amount is distributed according to the following distinctions per person who served as a non-executive member of the Board of Directors, according to the time he served in this position as follows:

- To the elected on 1.3.2023 and appointed Vice-Chairman of the Board of Directors. and Non-Executive Member of the Board of Directors **Mr. Ioannis Papavasileiou**, the total amount of twenty thousand eight hundred and thirty-three euros and thirty-three cents (20,833.33 euros) gross is approved, for the above cause.
- To **Mr. Avraam Spenzaris ( 1.1.2023 to 31.12.2023 )** the total amount of twenty-five thousand euros (25,000.00 euros) gross is approved, for the above reason.
- I was a non-executive member of the Board of Directors from **1.1.2023 to 18.5.2023. Ms. Mary Lappa**, the total amount of nine thousand five hundred eighty-three and twenty-four euro cents (9,583.24 euros) gross is approved, for the above reason.
- He served as a non-executive member of the Board from **1.1.2023 to 23.2.2023. K. Ilias Boukauris** is approved the total amount of five hundred euros (500.00 euros) gross, as remuneration for his participation during the above period in the Board Meetings, as well as the performance of his statutory duties as a non-executive member of the Board of Directors, in accordance with article 7 of Law 4706/2020, such as above all and among others, the monitoring and examination of the Company's strategy and its implementation, as well as the achievement of its objectives, ensuring the effective supervision of the executive members, including the monitoring and control of their performance and the examination and expression of opinions on the proposals submitted by the executive members, based on existing information, paid, likewise, on a monthly basis.
- To the independent non-executive members of the Board of Directors, **Mr. Theodoros Karavia and Ms. Ioanna Pandi** for the corporate year from 1.1.2023 to 31.12.2023, the total amount of nine thousand euros (9,000.00 euros) gross to each of them is approved, as remuneration for their participation in the Board of Directors Meetings, as well as the execution of their statutory duties as (independent) non-executive

members of the Board of Directors, in accordance with article 7 of Law 4706/2020, such as above all and among others, the monitoring and examination of the Company's strategy and its implementation, as well as the achievement of its objectives, ensuring the effective supervision of the executive members, including the monitoring and control of their performance and the examination and expression of opinions on the proposals submitted by the executive members, based on existing information, based on existing information, paid, likewise, proportionally on a monthly basis. Therefore, the General Meeting decides and approves that the above fee will continue to be paid proportionally for the year 2023 as well, subject to its approval by the next Annual Ordinary General Meeting of the year 2024 (which will be convened in the year 2024 )

For clarification, it is stated that all the above sums are gross and before corresponding taxes and legal deductions.

**5<sup>th</sup> Topic : Submission for Discussion and voting of the Remuneration Report of the members of the Board of Directors for the fiscal year 1.1.2022 to 31.12.2022, in accordance with article 112 of Law 4548/2018 .**

The shareholders discussed, approved and provided a positive advisory Opinion on the Remuneration Report for the financial year 2021 in accordance with article 112 of Law 4548/2018.

**6<sup>th</sup> Topic : Election of an Auditing Company of Certified Public Accountants for the audit of the financial statements, corporate and consolidated, of the corporate year 2023 (1.1.2023 – 31.12.2023) and definition of its remuneration .**

Required quorum: 1/5 of the Company's paid-up share capital. Required majority: Absolute majority of votes represented at the General Assembly.

**Draft decision:**

The General Assembly of the shareholders , following the approved proposal of the Audit Committee, decides on the election of the auditing company " Grant Thornton Anonyme Company of Sworn Auditors and Business Consultants " (A.M. S.O.E.L. 127.), with VAT number 094399329, for the statutory audit of the Company's annual corporate and consolidated financial statements for the year 2023 (1.1.2023 – 31.12.2023) and the designation of the Certified Public Accountants proposed by the auditing company, as Regular and Substitute Certified Public Accountants. For an audit according to the law of the annual corporate and consolidated financial statements of the Company for the year 2023 (1.1.2023 – 31.12.2023) the remuneration of the aforementioned auditing company will be the usual one adapted to the needs of the audit.



**7<sup>th</sup> Topic: Briefing by the Chairman of the Audit Committee on the activities of the Audit Committee for the year 2022 and submission of the Annual Activity Report of the Audit Committee pursuant to article 44 par. 1 of Law 4449 / 2017. The 2022 Annual Activity Report of the Audit Committee is included in the Annual Financial Report 2022 .**

The Chairman of the Company's Audit Committee presented to the General Assembly the Committee's Report on the Proceedings of the Committee for the year 2022 and submitted to the General Assembly the Annual Report of the Audit Committee's Proceedings pursuant to article 44 par. 1 of Law 4449 / 2017. Subsequently, i.e. after informing the General Assembly, the shareholders discussed, approved and provided a positive advisory opinion on the Annual Report of the Audit Committee's activities for the year 2022.

**8<sup>th</sup> Topic: Grant of permission, according to article 98 par. 1 of Law 4548 / 2018, to the members of the Board of Directors and the Directors of the Company to participate in the Board of Directors or in the management of the subsidiaries and associated companies of the Company .**

Required quorum: 1/5 of the Company's paid-up share capital. Required majority: Absolute majority of votes represented at the General Assembly .

Draft decision:

The Regular General Meeting granted permission to the M members of the Board of Directors and other Executives of the Company to participate in the Board of Directors or in the management of the Company's subsidiaries and associated companies.

**9<sup>th</sup> Topic : Submission of the report - report of independent non-executive members of the Board of Directors in accordance with par. 5 of article 9 of Law 4706/2020**

The independent non-executive members of the Company's Board of Directors presented to the General Assembly their Report for the year 2022. Subsequently, i.e. following the information of the General Assembly, the shareholders discussed, approved and provided a positive advisory opinion on the Report of the independent non-executive members of the Board of Directors for the year 2022.

**10<sup>th</sup> Topic : Other topics and announcements.**