

**JOINT CROSS-BORDER MERGER PLAN THROUGH ABSORPTION
OF THE CYPRIOT PRIVATE LIMITED LIABILITY COMPANY UNDER THE NAME
«GR. SARANTIS CYPRUS LIMITED»**

**BY THE SOCIETE ANONYME COMPANY UNDER THE NAME
“GRIGORIS SARANTIS INDUSTRIAL AND COMMERCIAL COMPANY OF COSMETICS, APPAREL,
HOUSEHOLD AND PHARMACEUTICAL PRODUCTS SOCIETE ANONYME”,
BY APPLICATION OF LAWS 3777/2009, 4601/2019, 4172/2013
AND CYPRUS’ CORPORATE LAW (CH.113)**

The aforementioned companies represented by their governing bodies entered into negotiations for a cross-border merger via the acquisition of the Cypriot private limited liability company under the name "GR. SARANTIS CYPRUS LIMITED" by the societe anonyme company under the name "GRIGORIS SARANTIS INDUSTRIAL AND COMMERCIAL COMPANY OF COSMETICS, APPAREL, HOUSEHOLD AND PHARMACEUTICAL PRODUCTS SOCIETE ANONYME". Towards this objective, the above companies legally represented shall draw up the current Joint Cross-Border Merger Plan pursuant to Article 3 of Greek Law 3777/2009 and article 201B of the Cyprus' Corporate Law, Ch. 113, as they are in effect, and which incorporated Directive 2005/56/EC of 26 October 2005 concerning cross-border mergers in individual national laws.

Elements and Information of the Merging Companies (article 3(a) of Greek Law 3777/2009, article 201B(a) of the Cyprus' Corporate Law, Ch. 113):

ABSORBING COMPANY:

The public company under the name "GRIGORIS SARANTIS INDUSTRIAL AND COMMERCIAL COMPANY OF COSMETICS, APPAREL, HOUSEHOLD AND PHARMACEUTICAL PRODUCTS SOCIETE ANONYME" and with the distinctive title "GR. SARANTIS S.A.", with General Electronic Commercial Registry (GEMI) number 000255201000, Tax Registration Number 094017922, Athens Tax Authority, which is located in the Municipality of Maroussi, Attica, at 26 Amaroussiou-Chalandriou Avenue, represented herein -according to the Board of Directors' minutes dated 25/10/2019- by Mr. Konstantinos Stamatiou of Fokion (hereinafter referred to as the "**Absorbing Company**").

ABSORBED COMPANY:

The Cypriot Private Limited Liability Company under the name "GR. SARANTIS CYPRUS LIMITED", which is a wholly owned (100%) subsidiary of the Absorbing Company, based in Nicosia, Cyprus, at 10 Skopa Street, TRIBUNE HOUSE, 1075, and with registration number HE 168379 at the Department of Registrar of Companies and Official Recipient, represented herein in accordance with the minutes of its Board of Directors dated 26/09/2019 by Mr. Constantine Rozakeas of Petros (hereinafter referred to as the "**Absorbed Company**") and together with the Absorbing Company as the "**Merging Companies**").

The Merging Companies mutually agree and accept the following:

1. Cross-border merger procedure and integration - Applicable provisions

1.1. The cross-border merger will take place in accordance with:

(A) The provisions of Greek Law 3777/2009, Articles 7-21 and 30-35 of Greek Law 4601/2019 (as it concerns the absorption of a 100% subsidiary), as well as the Cyprus' Corporate Law (Ch. 133) Articles 201Θ - 201KZ, as applicable and

(B) The provisions of article 54 of Greek Law 4172/2013, as in force.

1.2. The Merging Companies set 31/07/2019 as the date of the financial statements of the Absorbed Company.

1.3. The final decision on the cross-border merger will be taken by the General Shareholders Meeting of the Absorbing Company, in accordance with articles 7 par. 1 and 13, sect. b of the Greek Law 3777/2009.

The cross-border merger process is completed with the issuance of the approval by the Greek Minister of Development and Investments, which is then registered in the General Electronic Commercial Registry (GEMI) maintained by the Supervisory Board of Listed SA and Sports SA of the Division of Corporate Entities at the General Secretariat of Commerce of the Ministry of Development and Investments. The relevant announcement of the above approval and completion of the cross-border merger will be published on GEMI website. The above authority after the registration of the approval act in GEMI will inform accordingly the Registrar of Companies about the approval of the cross-border merger. Based on this information, the Registrar of Companies will delete the Absorbed Company from its records.

The decision made by the General Shareholders' Meeting of the Absorbing Company together with the final cross-border merger agreement, which will represent the type of the notarial document, as well as the approval decision of the cross-border merger will be subject to the publicity formalities of article 16 of Greek law 4601/2019.

2. Justification for the cross-border merger

The Absorbing Company is the ultimate parent company of the SARANTIS Group (hereinafter referred to as the "Group"), a leader in the production and trading of consumer products with a strong presence in Europe through subsidiaries and strong export activity.

One of the main goals of the Group is to establish and maintain a leading position in the markets where it operates and to ensure a strong and competitive presence on European level.

Towards this objective, the Group aims to ensure an effective organizational (from a corporate perspective) structure and decision-making process at the different levels of responsibility and at the local jurisdictions where its members operate.

In the above context, it is estimated that the cross-border merger:

- (a) will lead to a simpler, more dynamic as well as efficient structure of the Group, achieved through the integration of corporate layers currently existing at the level of the Merging Companies,
- (b) increase the functionality of the management structures at the Group level - as a result, the flow of the decision and executive processes is expected to become more dynamic, and
- (c) improve the financial structure and cash flows among the Group companies.

3. Financial Data - Share Capital of the Absorbing Company after the Cross-Border Merger

The share capital of the Absorbing Company amounts to fifty-four million five hundred four thousand four hundred thirty-seven euros and fifty-two cents (€ 54,504,437.52) divided into sixty-nine million eight hundred seventy-seven thousand four hundred eighty four (69,877,484) common registered shares with a nominal value of seventy eight cents (€ 0.78) each.

The nominal share capital of the Absorbed Company amounts to eighteen thousand four hundred fifty-two Euro (€ 18,452) divided into eighteen thousand four hundred fifty-two (18,452) common shares with a par value of one Euro (€ 1) each, whereas the issued and paid-in share capital of the Absorbed Company settles at eighteen thousand four hundred forty-eight Euro (€ 18,448) divided into eighteen thousand four hundred forty-eight (18,448) shares with a par value of one Euro (€ 1) each.

The Absorbing Company holds eighteen thousand four hundred forty-eight (18,448) shares of the Absorbed Company, i.e. 100% of the issued share capital of the Absorbed Company.

As the Absorbing Company holds 100% of the issued share capital of the Absorbed Company, pursuant to article 12, paragraph 5 of the Greek Law 3777/2009 and the article 201KA of the Cyprus' Corporate Law, Ch. 113, there will be no exchange of shares of the Absorbing Company against the shares of the Absorbed Company and no cash will be paid out and consequently due to the cross-border merger no new shares will be issued and the share capital as well as the composition of the capital of Absorbing Company will remain unchanged.

Thus, after the completion of the cross-border merger, the share capital of the Absorbing Company will remain the same, i.e. it will continue to amount to fifty-four million five hundred four thousand four hundred thirty-seven euros and fifty-two cents (€54,504,437.52) divided into sixty-nine million eight hundred seventy-seven thousand four hundred eighty-four (69,877,484) shares of a nominal value of seventy-eight cents (€ 0.78) each.

4. Impact on the Employees of the Merging Companies due to the Cross-Border Merger (Article 3 par. d of Greek Law 3777/2009, Article 201B(d) of the Cyprus' Corporate Law, Ch. 113)

The Absorbing Company has seven hundred twenty one (721) employees (with a reference date as of July 31, 2019). It is expected that the Cross-border Merger will have no adverse effect on the employees of the Absorbing Company and that the obligations and rights of the employees of the Absorbing Company will not be affected by the Cross-border Merger.

The Absorbed Company has no employees and therefore it is not required to consider the effects of the Cross-Border Merger on the employees of the Absorbed Company.

5. Effects of the cross-border merger - Date from which the operations of the Absorbed Company are considered, from an accounting perspective, to be carried out on behalf of the Absorbing Company (article 3 par. (f) of Greek Law 3777/2009, article 201B(f) of the Cyprus' Corporate Law, Ch. 113)

5.1 The Absorbed Company will transfer all of its assets (assets and liabilities) to the Absorbing Company on the basis of the former's assets which are disclosed in the statement of financial position as of 31/07/2019, and precisely in the manner by which the assets will be recorded upon the completion of the cross-border merger and by which they will be described in detail in the cross-border merger notary act.

The financial statements of the Absorbed Company as at 31/07/2019 are as follows:

<i>Amounts in €</i>	Absorbed Company
	31.07.2019
ASSETS	
Non-current assets	100,281,780
Intangible assets	5,020,534
Investments in subsidiaries, related companies	95,261,246
Current assets	16,698,833
Other receivables	15,159,502
Cash and cash equivalents	1,537,269
Transitory asset accounts	2,063
Total Assets	116,980,614
EQUITY of Parent Company's Shareholders	
Share capital	18,448
Share premium reserve	43,143,401
Earnings (losses) carried forward	962,133
Total Equity of Parent Company's Shareholders	44,123,982

Non-controlling interests	0
Total Equity	44,123,982
LIABILITIES	
Long-term liabilities	627,567
Deferred tax liabilities	627,567
Short-term liabilities	72,229,065
Other liabilities	72,216,017
Transitory liability accounts	13,048
Total Equity and Liabilities	116,980,614

Also, the Absorbed Company transfers to the Absorbing Company any other right, intangible good, claim or other asset even if it is not specifically named, or accurately described in this contractual agreement, the financial statements as of 31/07/2019 either by omission or by default, any permissions granted by the authorities, as well as rights or legal relationships arising from any other relevant contract or legal deal, all of which have been fully covered by the completion of the cross-border merger and are fully conveyed to the Absorbed Company. As a consequence, the Absorbing Company becomes the principal, proprietor, owner and holder of any movable and immovable property of the Absorbed Company, as well as of any claims of the latter against third parties for any reason whatsoever arising thereof.

5.2. From the date following the balance sheet date (i.e. 01/08/2019) and until the date of completion of the cross-border merger, all transactions to be carried out by the Absorbing Company shall be deemed to be on behalf of the Absorbed Company, and the financial results that will be obtained during this period will benefit, or be borne exclusively by, the Absorbing Company.

5.3. Upon completion of the cross-border merger, the Absorbing Company shall automatically, in full and without any other formality, be substituted in law for the rights, legal relationships and obligations of the Absorbed Company and such transfer shall be treated as universal succession. Furthermore, any potential judicial cases concerning the Absorbed Company will be continued by the Absorbing Company without any other formulation of non-imminent forcible cessation due to the cross-border merger.

5.4. Upon completion of the cross-border merger, the Absorbed Company shall be deemed to have been dissolved automatically, with the disappearance of its legal entity without the need for its liquidation.

5.5 The Absorbed Company hereby declares, promises, and guarantees that: a) its assets as a whole (assets and liabilities) as at 31/07/2019 are those stated in the statement of financial position as at 31/07/2019, in which the contributions, transfers and deliverables are recorded. (b) The assets contributed are subject to such exclusive ownership and are generally free of any factual or legal defects and the liabilities are those that appear in the above statement of financial position.

5.6 The Absorbing Company declares that it accepts the contribution of the Absorbed Company's assets and liabilities as stated in the statement of financial position as at 31/07/2019, and as they will be amended until the completion of the merger. Upon completion of the cross-border merger, these assets will form part of the Absorbing Company's assets and liabilities.

6. Special Rights or Benefits (article 3, par. (f) and (g) of Greek Law 3777/2009, article 201IB(f), (g) of the Cyprus' Corporate Law, Ch. 113)

There are no shareholders of the Merging Companies that have special rights or hold other securities other than shares.

During this cross-border merger, no special advantage is given to the members of the Board of Directors, the supervisory or auditing bodies of the Merging Companies or any other person involved in the cross-border merger.

7. Report of independent experts

As the Absorbed Company is a 100% subsidiary of the Absorbing Company, in accordance with the article 13 of Greek Law 3777/2009 and section 201KB of the Cyprus' Corporate Law, Ch. 113, there is no requirement that this Joint Cross-Border Merger Plan or any aspect of the cross-border merger is examined by independent experts. Therefore, there are no specific advantages and / or benefits towards experts.

8. Articles of Association of the Absorbing Company (article 3 par. (h) of Greek Law 3777/2009, article 201IB (h) of the Cyprus' Corporate Law, Ch. 113)

The proposed merger is a merger via absorption during which no new company is established. Also, since after the completion of the cross-border merger, the share capital of the Absorbing Company will remain the same, the cross-border merger will not result in an amendment of the Articles of Association of the Absorbing Company. A copy of the current Articles of Association of the Absorbing Company is attached as an Annex to this Joint Cross-Border Merger Plan.

9. Rules about the Participation of Employees in the Absorbing Company (Article 3 par (i) of Greek Law 3777/2009, Article 201IB (i) of the Cyprus' Corporate Law, Ch. 113)

As the Absorbed Company has no employees and in accordance with the current Greek legal framework and rules on the representation of employees in the Absorbing Company, the Absorbing Company is not obliged, in view of the cross-border merger, to initiate the concept of employee participation according to the 2005 directive 56 / EC.

10. Information on the valuation of assets and liabilities transferred to the Absorbing Company (article 3 paragraph (k) of Greek law 3737/2009, article 201IB (k) of the Cyprus' Corporate Law, Ch. 113)

Because the cross-border merger is carried out through the acquisition of a wholly owned (100%) subsidiary, in accordance with the provisions of Article 13 of Greek Law 3777/2009, Article 35 of Greek Law 4601/2019 and Article 54 of the Greek Law 4172/2013, as applicable, there is no requirement for valuation of the assets of the Merging Companies, nor is there any requirement for preparation of a relevant report by certified auditors.

11. Dates of accounts used to determine the terms of the cross-border merger (Article 3 par (l) of Greek Law 3777/2009, Article 201IB (l) of the Cyprus' Corporate Law, Ch. 113)

The terms of the cross-border merger were determined on the basis of the financial statements as at 31/07/2019.

12. Creditors' rights

Under Greek law, and in particular pursuant to Article 8 of Greek Law 3777/2009 and Article 13 of Greek Law 4601/2019, the creditors of the Absorbing Company whose claims were incurred prior to the release of this Joint Cross-border Merger Plan but have not become due, they have the right to request appropriate guarantees within 30 days of the completion of the required publicity formalities herein, provided that they sufficiently demonstrate that the financial position of the Merging Companies because of the merger, makes it necessary to provide such guarantees and under the condition they have not already received such guarantees.

Any dispute arising in relation to the above shall be settled by the competent Court of First Instance at the seat of the Absorbing Company in accordance with the procedure referred to in Article 682 et seq. of the Greek Code of Civil Procedure, at the request of the creditor concerned. The creditors of the Absorbed Company have the right to an adequate protection of their rights, pursuant to articles 198 and 199 of the Cyprus' Corporate Law, Chapter 113.

13. Additional issues

The cross-border merger will not result in a financial concentration or any other transaction and / or operation that may or could require disclosure to, or approval by, the competition authorities in any relevant territory, as the Absorbed Company is wholly owned by the Absorbing Company and the Merging Companies are members of the same Group.

The Merging Companies will comply with all legal requirements and will complete all required formalities as they arise or relate to the cross-border merger described herein.

14. Cross-border merger information

According to Article 11 of Greek Law 4601/2019 and Article 201 of the Cyprus' Corporate Law, Chapter 113, the following documents are made available to the shareholders of the Merging Companies and the employees of the Absorbing Company at the offices of the Merging Companies according to the deadlines set in the applicable legislation:

- The current Joint Cross-border Merger Plan,
- The reports of the Merging Companies' administrative bodies, which will be drafted in accordance with article 5 of Greek Law 3777/2009 and the Article 201ID of the Cyprus' Corporate Law, Ch. 113, as applicable,
- The annual financial statements of the Merging Companies of the last three years.

The creditors and shareholders of the Merging Companies may exercise their rights under the Greek and Cypriot law respectively, and may also request detailed information on the content of such rights and how to exercise their rights from (i) the Absorbing Company, at its offices located at 26 Amarousiou-Chalandriou Avenue, Marousi, Greece, and (ii) the Absorbed Company at its offices located at 10 Skopa Street, TRIBUNE HOUSE, 1075, Nicosia, Cyprus.

15. Final Provisions

This Agreement is subject to the approval of the Cross-Border Merger by the General Shareholders' Meeting of the Absorbing Company and the obtaining of the relevant permissions and approvals required by law of the competent authorities, in accordance with Greek Laws 4172/2013, 3777/2019, 4601/2019 and the Cyprus' Corporate Law, Ch.113.

To the credit of the above, this Joint Cross-Border Merger Plan has been drawn up and signed by the legally authorized representatives of the Merging Companies.

Amaroussio, 25 October 2019

FOR THE ABSORBING COMPANY

FOR THE ABSORBED COMPANY

Konstantinos Stamatiou

Konstantinos Rozakeas

Appendix:

1. Articles of Association of the Absorbing Company

