



2011 EXTRAORDINARY GENERAL MEETING

Drafts of proposed resolutions for the items on the Agenda in accordance with article 27, paragraph 3 of Codified Law 2190/1920

- 1. Approval of the draft merger agreement dated 23-8-2011 for the merger through absorption of the company "VENTURES S.A." by the company "GR. SARANTIS S.A.", the Board of Directors' report on the merger and any other related action.**
It is proposed to approve the draft merger agreement for the absorption of the 100% subsidiary company "VENTURES S.A.".
- 2. Appointment of a company representative authorized to sign the merger deed and to conduct any other action necessary to complete the merger.**
It is proposed to appoint a Board member and the company's legal advisors as authorized representatives to sign the merger deed and any other necessary document.
- 3. Approval of the merger through absorption of the limited liability company "DOROTHEA KOUKOUZELI L.T.D.", by the company "GR. SARANTIS S.A.".**
It is proposed to approve the draft merger agreement for the absorption of the 100% subsidiary company "DOROTHEA KOUKOUZELI L.T.D."
- 4. Appointment of a company representative authorized to sign the merger deed and to conduct any other action necessary to complete the merger.**
It is proposed to appoint a Board member and the company's legal advisors as authorized representatives to sign the merger deed and any other necessary document.
- 5. Amendment of article 10 of the Articles of Association.**
It is proposed to increase the maximum number of the company's Board members from 9 to 11.
- 6. Appointment of a new Board of Directors.**
It is proposed to appoint a new, ten-member Board of Directors, which will include all nine members of the former nine-member Board.
- 7. Approval of the appointment of a Board Member, in substitution of a resigned member.**
It is proposed to approve the appointment of Mr. Antonios M. Agiostratitis as new non-executive Board Member, in replacement of the resigned non-executive member Ms. Aikaterini P. Sarantis.