

**04.05.2023 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 1.1.2022 - 31.12.2022. Approval of the profit distribution of the financial year 1.1.2022 - 31.12.2022- dividend payment and remuneration from profits of the financial year 1.1.2022 - 31.12.2022.**

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 2022 (01.01.2022-31.12.2022), including the Board of Directors Management Report and the Certified Auditor's Report, as these have been approved by the Board of Directors on 27.03.2023 and published on the Company's website and on the Athens Stock Exchange site on 28.03.2023.

Moreover, the Board of Directors proposed for approval the Income statement for the year 2022, which is as follows:

Earnings before taxes	70,430,209
Income tax	-376,912
Deferred tax	-421,954
Earnings after tax	69,631,343
Dividends in reserve from foreign subsidiaries	66,605,541
Balance carried forward	3,025,802

Also, it is proposed to register an amount of € 3,524,652 in the Ordinary Reserve and to pay a total gross amount of €1,167,390 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 €319,830.
- (b) To the Chief Executive Officer and executive member, Mr. Kyriakos Sarantis, an amount of €426,440.
- (c) To the executive member of the BoD Mr. Konstantinos Rozakeas, an amount of €265,870.
- (d) To the executive member of the BoD Mr. Ioannis Bouras, an amount of €142.480.
- (e) To the executive member of the BoD Mr. Evangelos Siarlis, an amount of €12.770.

Furthermore, it is proposed to distribute a dividend of 0.1431076139 euros per share, i.e. a total amount of 10 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.

As announced by the Company with the Financial Calendar of 2023, the ex-dividend date is proposed to be May 9, 2023, the beneficiary date (Record date) is proposed to be May 10, 2023, while the dividend payment to the shareholders will begin on May 16, 2023. 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, for the financial year 01.01.2022 – 31.12.2022.**

The Annual Report of the Audit Committee for the year 2022, 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 2022. In addition, it includes a description of the sustainability policy followed by the Company.

**3. Approval of the overall management for the financial year 01.01.2022 – 31.12.2022.**

It is proposed to approve the overall management of the company for the year 2022, in accordance with the provisions of article 108 of law 4548/2018.

**4. Discharge of the Certified Auditors for the audit of the financial year 01.01.2022 - 31.12.2022.**

It is proposed to discharge the certified auditors from any liability for compensation for the activities of the year 2022.

**5. Election of a regular and an alternate certified auditor for the ordinary audit of the financial year 1.1.2023 - 31.12.2023, and determination of their fees.**

Following a relevant proposal of the Company's Audit Committee, the Board of Directors proposes to the General Meeting to approve (a) the election of the audit firm "BDO CERTIFIED PUBLIC ACCOUNTANT S.A." as the auditor for the financial year 01.01.2023 – 31.12.2023 and specifically Mr. Christoforos Achiniotis of Ioannis (AM SOEL: 35961) as regular Certified Public Accountant and Mr. Thanasis Loukas of Michail (AM SOEL: 37811) as alternate Certified Public Accountant, both members of the above audit firm, and (b) to specify the above audit firm's fees.

**6. Submission for discussion and voting of the Remuneration Report of a.112 of L.4548/2018 for the financial year 01.01.2022-31.12.2022.**

The shareholders are to discuss and vote on the Remuneration Report of the Board of Directors for the year 2022, which was approved by the Board of Directors on 11/04/2023 and includes a comprehensive overview of all remuneration received by the members of the Board of Directors within 2022, according to article 112 of L.4548/2018 and the Company's Remuneration Policy. The Company's Remuneration Report can be found in the following link: <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>.

**7. Election of a new Audit Committee in accordance with article 44 of Law 4449/2017, as in force - determination of type, term, number and capabilities of its members and determination of its members.**

Due to the expiration of the term of office of the members of the Audit Committee who were elected by the decision of the General Meeting of Shareholders of 31.05.2022, the election of

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

In particular, according to the relevant proposal of the Company's Nomination and Remuneration Committee which is posted at the following address: <https://sarantisgroup.com/investor-relations/shareholders/general-meetings/> together with the CVs of the proposed members to be elected, it is proposed to elect a three-member Audit Committee with an annual term, i.e. until the General Meeting to be convened in 2024, which will be an independent committee and will consist of two non-executive members of the Board of Directors, and a third person, not a member of the Board of Directors, while the majority of the Audit Committee's members will be independent within the context of article 9 of L.4706/2020.

Specifically, it is proposed to elect as members of the Audit Committee, Mr. Christos Economou of Ioannis and Mrs. Irene Nikiforaki of Markos, independent non-executive members of the Board of Directors, and Mr. Ioannis Arkoulis of Michael, non-member of the Board of Directors and Certified Public Accountant.

It is noted that the proposed members of the Audit Committee are independent in their majority, in the context of article 9 of L.4706/2020, have sufficient knowledge of the sector in which the Company operates and Mr. Ioannis Arkoulis, who is independent from the Company, within the context of article 9 of Law 4706/2020, has proven sufficient knowledge in audit and accounting, in accordance with the provisions of par. 1 (f) of no. 44 of Law 4449/2017. More specifically, in case of a replacement of a member of the Audit Committee as provided in article 44 par. 1 (f), a non-executive member of the Board of Directors may be designated as a member of the Audit Committee, as long as the majority of the members of the Audit Committee are independent, within the context of article 9 of Law 4706/2020.

**8. Submission of report of the independent non-executive members of the Board of Directors according to article 9 par. 5 L. 4706/2020.**

The Report of the Independent Members of the Board of Directors for the year 2022, which is posted on the Company's website (<https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>) will be presented to the shareholders.