

24.02.2021 EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

Drafts of proposed resolutions for the items on the Agenda

1. Amendment of article 21 of the Company's articles of association

It is proposed to amend par.1 of article 21 of the Company's articles of association, in order to enable the electronic notification, for instance through an email or equivalent means, of the appointment, revocation or replacement of a shareholder's proxy or representative.

The proposed amendment of par.1 article 21 of the Company's articles of association is as follows:

"Any shareholder may participate at the General Meeting either in person or by proxy, as long as he owns at least one (1) share. Each share has the right to one vote. The appointment and revocation or replacement of the proxy or representative is made in writing or by electronic means and is submitted to the Company at least forty eight (48) hours before the scheduled General Meeting date. In particular, the above notification of the appointment and revocation or replacement of a representative may be made by e-mail or other equivalent means".

2. Amendment of article 25 of the Company's articles of association

It is proposed to amend article 25 of the Company's articles of association, adding a third paragraph regarding the possibility for remuneration to members of the board of directors and company's executives, linked to the fiscal year's profits.

The proposed amendment of article 25 of the Company's articles of association, is as follows:

"The General Meeting may decide that the Members of the Board of Directors and Company's executives receive remuneration consisting of participation in the fiscal year's profits, in accordance with the provisions of articles 109-112 of Law 4548/2018."

3. Amendment of the Company's Remuneration Policy.

It is proposed to approve the amendment of the Company's Remuneration Policy, in accordance with article 110 of Law 4548/2018.

The draft of the revised Remuneration Policy can be found in the Company's website:

<https://ir.sarantis.gr/en/general-meetings/of-sarantis-group>

4. Free offer of shares to the Company's personnel in accordance with the provisions of article 114 of law 4548/2018; granting of authorization to the Board of Directors.

The free offer of the Company's own shares to the Company's personnel, is proposed to the General Meeting, according to the provisions of article 114 of L.4548/2018, for reward, attraction and maintenance purposes of competent executives from the market (e.g sign-on bonus, target bonus etc).

This is considered as a voluntary benefit that is paid at the Company's discretion reserving its right to revoke, amend or abolish it at any time, while the exercise of the revocation right of the Company does not affect any vested rights.

The aforementioned benefit is aligned with the program of free shares offer included in the amended Remuneration Policy that is approved by the General Meeting and applies to members of the board.

In any case, the Board of Directors of the Company, is granted authorization to determine the criteria, the beneficiaries or their categories, as well as any other term, for the implementation of this benefit.

5. Amendment of the stock option plan.

It is proposed to amend the Company's current stock option plan with the addition of seven (7) additional series, in particular series 60th to 66th, with expiration dates every six months starting from June 15th 2022 until June 15th 2025.

It is noted that the duration of the program expires on the June 30th 2025.

Upon exercise, the stock purchase price, is proposed at 2.00 € (two euros) or the equivalent value that will result from a revaluation of the share's value, in the time period following the day that the Board of Directors will offer by its decision the relevant rights, due to cut of embedded rights (e.g. dividend distribution, capital increase, share split etc). If at the time of the exercise the nominal value of the share exceeds the amount of 2,00 € (two euros), then the nominal value of the share is defined as the stock purchase price.