

### **31.05.2022 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 1.1.2021 - 31.12.2021.**

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 2021 (01.01.2021-31.12.2021), including the Board of Directors Management Report and the Certified Auditor's Report, as these have been approved by the Board of Directors on 28.04.2021 and published on the Company's website and on the Athens Stock Exchange site on 29.04.2021.

Moreover, the Board of Directors proposed for approval the Income statement for the year 2021, which is as follows:

Earnings before taxes	28,101,208.18
Income tax	-1,032,988.27
Deferred tax	-127,519.98
Earnings after tax	26,940,699.93
Dividends in reserve for the year 2020 from foreign subsidiaries	21,930,693.49
Balance carried forward	5,010,006.44

Also, it is proposed to register an amount of € 1,345,896.44 in the Ordinary Reserve and to pay a total gross amount of €1,325,627.00 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 €331,000.00,
- (b) To the Chief Executive Officer and executive member, Mr. Kyriakos Sarantis, an amount of €385,000.00,
- (c) To the executive member of the BoD Mr. Konstantinos Rozakeas, an amount of €500,146.00,
- (d) To the executive member of the BoD Mr. Ioannis Bouras, an amount of €109.481,00.

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.

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 01.01.2021 – 31.12.2021.**

The Annual Report of the Audit Committee for the year 2021, 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 2021. In addition, it includes a description of the sustainability policy followed by the Company.

**3. Approval of the overall management for the financial year 01.01.2021 – 31.12.2021.**

It is proposed to approve the overall management of the company for the year 2021, 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 01.01.2021 - 31.12.2021.**

It is proposed to discharge the certified auditors from any liability for compensation for the activities of the year 2021.

**5. Election of a regular and an alternate certified auditor for the ordinary audit of the financial year 1.1.2022 - 31.12.2022, 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 01.01.2022 – 31.12.2022 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 for the financial year 01.01.2021-31.12.2021.**

The shareholders are to discuss and vote on the Remuneration Report of the Board of Directors for the year 2021, which was approved by the Board of Directors on 28/04/2022 and includes a comprehensive overview of all remuneration received by the members of the Board of Directors within 2021, according to article 112 of L.4548/2018 and the Company's Remuneration Policy approved by the General Shareholders' Meeting dated February 24<sup>th</sup> 2021 in amendment of the Remuneration Policy approved on 18.6.2019. 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 20.05.2021 and the Board of Directors' decision dated 28.05.2021, 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 2023, which will be an independent committee and will consist of two independent non-executive members of the Board of Directors, within the context of article 9 of Law 4706/2020, and a third person, not a member of the Board of Directors.

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 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.

**8. Approval of the terms of the Company's share buyback program in accordance with article 49 of Law 4548/2018, as is the case with the provision of relevant authorizations.**

It is proposed that a decision is taken by the General Meeting regarding the acquisition of the Company's own shares, in accordance with the provisions of article 49 of law 4548/2018 in combination with the provisions of Regulation (EU) 596/2014 and the delegated Regulation (EU) 2016/1052. In particular, the Board of Directors proposes the acquisition, at most, of a number of shares which, taking into account the treasury shares acquired to date, amounting to 2,915,273, will be equal to a maximum of 10% of the total paid-up share capital and Company's shares, with a minimum purchase price of € 0.78 per share and a maximum purchase price of € 15 per share and for a purchase period of 24 months from the date of the decision of the General Meeting. The purpose of the purchase (including the own shares, which the Company has already acquired and maintains) will be to serve the purposes and uses permitted by applicable law. In addition, it is suggested that the Board of Directors of the Company be authorized for the proper implementation of the above decision.

**9. 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 2021, which is posted on the Company's website (<https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>) will be presented to the shareholders.

**10. Announcement of the election of a new member of the Board of Directors in replacement of a resigned member in accordance with article 82 par. 1 Law 4548/2018.**

It will be announced, in accordance with article 82 par. 1 Law 4548/2018, and it will be proposed to approve the election of Mr. Evangelos Siarlis of Argyrios as executive member of the Board of Directors in order to replace the resigned executive member Georgios Kostianis, as decided by the Board of Directors on 21-04-2022. The data provided for in article 18 par. 1 of Law 4706/2020 regarding the above member of the Board of Directors, are posted on the Company's website (<https://sarantisgroup.com/the-group/leadership/board-of-directors/>).

**11. Amendment of article 3 (corporate purpose) of the Company's Articles of Association.**

It is proposed to amend article 3 by adding to the Company's corporate purpose the following activity: "production of electricity from photovoltaic systems in a privately owned space to meet the needs of the company." Following the above amendment, article 3 of the Company's Articles of Association is worded as follows:

*"1. The purpose of the company is the production and trade of the following: a) cosmetics, perfumes and essential oils, b) apparel, c) leather goods, d) children's products, e) polishing materials for personal or household purposes, f) cleaning products, g) aluminum foil, single-use house ware products, plastic films for food conservation and other materials, h) dressing materials and pharmacy products in general, i) drugs and nutritional additives even from third parties or for the account of third parties, representation of a distributor license holder of drugs and nutritional additives, imports and exports of drugs and nutritional additives, j) cotton and cotton products, k) food and related formulations for pets, l) "beauty and care" materials for pets, m) Pets related trading activities, as well as products and merchandise related to the above, n) retail trade of cosmetics, perfumes and other related products, o) production of electricity from photovoltaic systems in a privately owned space to meet the needs of the company.*

*Furthermore the business objective of the Company is the provision of services in relation to information technology, accounting organization, logistics (warehouse facilities and distribution), the provision of beauty treatment services for the face and body as well as the provision of services in relation to the care, training and therapeutic treatment of pets.*

*2. Towards the fulfillment of its business purpose, the Company may: a) participate in any company, of any legal type, having the same or similar business objective, b) collaborate with any physical or legal entity in any manner, c) establish branches or agencies anywhere, d) represent any company, in the domestic or foreign market, having the same or similar business objectives, d) provide any type of guarantee in favor of companies in which it holds a majority stake.*