

## DRAFT DECISIONS

**Re the first item on the agenda:** Election of a new Company's Board of Directors for a 5-year term in office and definition of its Independent Non-Executive Members.

The Board of Directors, on a recommendation and proposal from the Remuneration and Nominations Committee, proposed to the General Meeting:

- A) The election of Messrs Dimitris Klonis, Dimitris Antonakos, Petros Souretis, Ioannis Schoinas, Stilianos Alexandros, Iliana Kirtata, Aggeli Pappa and Eugenia Bitsani as members of the Company's new Board of Directors, stating that the proposed 8 member line-up allows the effective exercise of the Board's powers, reflects the size and activity of the Company and characterises the diversity of knowledge, qualifications and experience which could contribute to achieving its business objectives.

CVs of proposed BoD members are available on the Company's website at <http://www.kekrops.gr/γενικές-συνελεύσεις>

The term in office of the Company's new Board of Directors is 4 years, in other words until 15.02.2025, which shall be extended after its expiry until the end of the deadline within which the next Annual General Meeting must convene, and until a decision is taken, which however may not exceed 6 years.

- B) the election of Messrs Ilianas Kirtata, Aggeli Pappa and Eugenias Bitsani as Independent NonExecutive members of the Board. It should be noted that all criteria and guarantees of independence laid down in the provisions of article 4 of L. 3016 apply to Messrs, who have already submitted a filled out form to the Company to meet the independence criteria in article 4 of L. 3016/2002.

Draft decision on this item on the agenda:

“Following a lawful vote with \_\_\_ valid votes corresponding to \_\_\_ % of the paid-up share capital with voting rights, the Extraordinary General Meeting approved by \_\_\_ votes, namely \_\_\_ % of the shareholders present

- A) The election of Messrs Dimitris Klonis, Dimitris Antonakos, Petros Souretis, Ioannis Schoinas, Stilianos Alexandros, Iliana Kirtata, Aggeli

Pappa and Eugenia Bitsani as members of the Company's new Board of Directors. Its term in office is 4 years, that is until 15.02.2025, which is extended after expiry of the deadline within which the next Annual General Meeting must convene, until a decision is taken, which however may not exceed 6 years and

- B) the election of Messrs Ilianas Kirtata, Aggeli Pappa and Eugenias Bitsani, as Independent NonExecutive Members of the Board meeting the independence criteria in article 4 of L. 3016/2002.

**Re the second item on the agenda:** Decision on the type of Audit Committee, its term in office, the number and posts of its members and appointment of its members where it is appointed as an independent body in accordance with Article 44 of Law 4449/2017, as in force.

The Board of Directors, having taking into account the provisions of Article 44(1) of Law 4449/2017, as in force, which now allows the General Meeting to issue a decision on whether the Audit Committee shall be either: a) a Board of Directors committee comprised of non-executive members appointed by the Board of Directors, or b) an independent committee comprised of non-executive members of the Board of Directors and third parties, or c) an independent Committee composed only of third parties and the recommendation made by the Remuneration and Nominations Committee on this matter, it recommended that

- the Company's Audit Committee be appointed as a Board of Directors Committee in accordance with the provisions of article 44 of L. 4449/2017, as in force,
- that its term in office be equal to the term in office of the Board of Directors
- that its members be a total of 3 independent non-executive members.

**Draft decision on this item on the agenda:**

“The Extraordinary General Meeting, following a lawful vote with \_\_\_ valid votes corresponding to \_\_\_ % of the paid-up share capital with voting rights, decided by \_\_\_ votes, i.e. \_\_\_% of the shareholders present, to appoint the Company's Audit Committee as a Board of Directors Committee, in accordance with the provisions of article 44 of



L. 4449/2017, as in force, which must serve for a term equal to the term in office of the Board of Directors and its members must be three in total Independent Non-Executive Members.

Quorum required to take a decision on this item on the agenda: 20% of the share capital  
Majority required: 50% + 1 vote of shareholders present.