

**EXECUTION OF TECHNICAL PROJECTS** – 15 NIKIS St. 105 57 ATHENS tel. 210 3259700, fax: 210 3259710

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### **DRAFT DECISIONS**

# of the Ordinary General Meeting of the shareholders of the Company dated July .... 2021

(pursuant to the provision of article 123 par. 4 of Law 4548/2018)

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## **Number of Shares and Voting Rights**

Pursuant to article 123 par. 3 of Law 4548/2018, the Company discloses that the total number of shares and voting rights, existing as of the date of the invitation of the shareholders of the Company to the Ordinary General Meeting, amounts to:

eleven million two hundred fifty thousand (11,250,000) common registered shares with voting right.

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Pursuant to the provisions of article 123 par. 3 of Law 4548/2018, the investor community is hereby provided with information and specific drafts of decisions on the items of the agenda included in the Board of Directors' notice of convocation of the relevant General Meeting, published on 09.07.2020.

Specifically, the drafts of the relevant decisions, per item of the agenda, are as follows:

1st ITEM: Submission and approval of the Annual (corporate and consolidated) Financial Statements of the Company for the fiscal year 2020, accompanied by the relevant reports of the Board of Directors and the Certified Public Accountant.

Required quorum: 1/5 of the share capital in the initial G.M. Any part of the share capital attending the adjourned G.M.

Majority: ............ Absolute majority of the represented votes

On the first item of the agenda, the Board of Directors (B.o.D). presents the annual, corporate and consolidated financial statements for the fiscal year 01.01.2020 - 31.12.2020, approved by the B.o.D. during the meeting of 28.04.2021 and posted in electronic form, in accordance with the law, at the company's website (www. ekter.gr), which include:

- the annual financial report of the Board of Directors for fiscal year 2020;
- the Explanatory Report of the Board of Directors, pursuant to article 4 § 7, 8 of Law 3556/2007, and
- the Certified Public Accountant's Report.

Summary Data and Information of the aforementioned financial statements are posted in the company's website for the immediate information of its investors and the law does not require publication in other means, provided that the corporate website address is registered in the company's file in the relevant Registry and the Company has promptly notified the competent authorities about the aforementioned post, pursuant to law 4072/2012 (article 232).

Furthermore, a summary of the invitation to this meeting was promptly submitted to the competent supervising Authority, posted in the offices of the Company and published within the deadlines set by the law and the articles of association of the company, in the GEMI (General Commercial Registry) website (www.businessportal.gr) and was posted in the company's website for the immediate information of its investors and the law does not require publication in other means, provided that the corporate website address is registered in the company's file in the relevant Registry and the Company has promptly notified the competent authorities about the aforementioned post, pursuant to law 4072/2012 (article 232).

Lastly, the complete text of said invitation, of the proxy appointment form and the draft decisions on the items of the agenda were posted in electronic form at the company's website (www.ekter.gr), in accordance with the law.

Following the presentation of the aforementioned financial statements and the update of the shareholders, said statements are submitted for approval.

The General Meeting, following lawful vote, by a majority of ....... of the represented shares and votes, with the negative vote of .......

of the represented shares and with....... of the represented shares abstaining from the vote, i.e. by a majority of ...............% of the represented shares, approves the Annual (corporate and consolidated) Financial Statements of the Company pursuant to the International Financial Reporting Standards (IFRS) for the fiscal year 2020, accompanied by the relevant reports of the Board of Directors and the Certified Public Accountant.

2nd ITEM: Approval of the remuneration of the members of the Board of Directors for the fiscal year 2020 and preliminary approval of the remuneration of the members of the B.o.D. for the services provided from 01.01.2021 to 31.12.2021.

**Required quorum:** 1/5 of the share capital in the initial G.M. Any part of the share capital attending the adjourned G.M.

Majority: ..... Absolute majority of the represented votes

The Chairman suggests to the General Meeting to approve the payment of the net, after taxes, remuneration to the members of the B.o.D. for fiscal year 2020, in the context of the preliminary approval granted by the General Meeting of the previous year, amounting to the total sum of ........ thousand Euro (€....00) as it appears in the Annual Financial Statements that were approved in accordance with the foregoing, and proposes the preliminary approval of the remuneration for the services provided by the aforementioned members for fiscal year 2021, amounting to the total sum of ....... thousand Euro (€....00).

The General Meeting, following lawful vote, by a majority of ....... of the represented shares and votes, with the negative vote of ....... of the represented shares and with....... of the represented shares abstaining from the vote, i.e. by a majority of .............% of the represented shares, approves the payment of the remuneration to the members of the Board of Directors for fiscal year 2020, amounting to the total sum of ....... thousand Euro (€....00) as it appears in the Annual Financial Statements and preliminarily approves the remuneration for the services provided by the aforementioned members for fiscal year 2021, amounting to the total sum of ....... thousand Euro (€....00). The determination of separate fees is assigned to the Board of Directors.

3rd ITEM: Discussion and vote on the Remuneration Report for the fiscal year 2020, in accordance with article 112 of Law 4548/2018.

**Required quorum:** 1/5 of the share capital in the initial G.M. Any part of the share capital attending the adjourned G.M.

The Remuneration Report for fiscal year 2020, as prepared care of the Board of Directors and posted on the Company's website, is put for discussion and vote.

The Remuneration Report includes a complete overview of all remuneration received by the members of the Board of Directors during fiscal year 2020, as well as all other required information, pursuant to article 112, par. 2 of Law 4548/2018, and has been prepared in accordance with the principles and the assumptions governing the Remuneration Policy approved by the ordinary General Meeting of the shareholders dated 28.06.2019.

It is noted that the vote of the shareholders on the Remuneration Policy has an advisory nature, in accordance with article 112, par. 3 of Law 4548/2018. Following the ordinary General Meeting, the Report will be made available to the company's website for a period of at least ten (10) years, as required by the law.

The Chairman invites the General Meeting to vote on the Remuneration Report for fiscal year 2020.

The General Meeting, accepting the proposal of its Chairman, by a majority of ....... of the represented shares and votes, with the negative vote of ....... of the represented shares and with....... of the represented shares abstaining from the vote, i.e. by a majority of .......% of the represented shares, approved the submitted Remuneration Report of the members of the Board of Directors for the fiscal year 2020.

4th ITEM: Update from the Chairman of the Audit Committee regarding the activities of the Audit Committee during fiscal year 2020.

**Required quorum:** 1/5 of the share capital in the initial G.M. Any part of the share capital attending the adjourned G.M.

**Majority:** ..... Absolute majority of the represented votes

Following an update from the Chairman of the Audit Committee regarding the activities of the Committee during fiscal year 2020, the Chairman invites the General Meeting to approve said activities as proper, lawful and in accordance with the law.

The General Meeting, following lawful vote, by a majority of ...... of the represented shares and votes, with the negative vote of ...... of the represented shares and with...... of the represented shares abstaining from the vote, i.e. by a majority of ..............% of the represented shares, approves the activities of the Audit Committee for fiscal year 2020.

5th ITEM: Approval of the overall management of the Company, pursuant to article 108 of Law 4548/2018, as currently in force, and release of the Certified Public Accountant from any liability for indemnification for fiscal year 2020.

**Required quorum:** 1/5 of the share capital in the initial G.M. Any part of the share capital

attending the adjourned G.M.

Majority: ..... Absolute majority of the represented votes

The Chairman invites the General Meeting to approve the overall management of the Company for fiscal year 2020, pursuant to article 108 of Law 4548/2018, and to release the members of the Board of Directors and the Certified Public Accountants from any relevant liability, arising from the exercise of their duties during the fiscal year that is closing.

The General Meeting, following lawful vote, by a majority of ....... of the represented shares and votes, with the negative vote of ....... of the represented shares and with....... of the represented shares abstaining from the vote, i.e. by a majority of ................% of the represented shares, approves the overall management of the Company and releases the members of the Board of Directors and the Certified Public Accountants from any relevant liability, arising from the exercise of their duties during the fiscal year that is closing.

## 6th ITEM: Approval of the suitability policy for the members of the Board of Directors.

**Required quorum:** 1/5 of the share capital in the initial G.M. Any part of the share capital

attending the adjourned G.M.

**Majority:** ..... Absolute majority of the represented votes

The Suitability Policy for members of the Board of Directors, as prepared care of the Board of Directors and posted on the Company's website (www.ekter.gr), is put for discussion and vote.

The Suitability Policy for members of the Board of Directors sets forth the main principles and the criteria, as well as the framework for the election of the members of the Board of Directors, as well as for the renewal of their term or their replacement. The Suitability Policy complies with the provisions of article 3 of Law 4706/2020, Circular 60/2020 of the Hellenic Capital Market Commission and the articles of association of the company.

The Chairman invites the General Meeting to vote on the Suitability Policy for members of the Board of Directors.

The General Meeting, accepting the proposal of its Chairman, by a majority of ....... of the represented shares and votes, with the negative vote of ....... of the represented shares and with...... of the represented shares abstaining from the vote, i.e. by a majority of ......% of the represented shares, approved the submitted Suitability Policy for members of the Board of Directors.

7th ITEM: Appointment of Audit Firm (ordinary and deputy Auditor) for fiscal year 2021 and determination of the remuneration thereof.

**Required quorum:** 1/5 of the share capital in the initial G.M. Any part of the share capital attending the adjourned G.M.

Majority: ..... Absolute majority of the represented votes

Furthermore, he suggests to grant authorization to the Board of Directors in order to enter into a final agreement with the Audit Firm regarding the remuneration of the latter for the assigned audit of the current fiscal year, as well as to send the written notice-mandate to the appointed audit firm, within five (5) days from the appointment date.

#### 8th ITEM: Various Announcements.

Announcements of corporate interest shall be made, provided that there are relevant events to report.

July 2021
THE BOARD OF DIRECTORS