

DRAFT RESOLUTIONS
of the Ordinary General Meeting of the Company's shareholders
dated 28 June 2024
(pursuant to the provision of article 123 paragraph 4 of Law 4548/2018)

Number of Shares and Voting Rights

Pursuant to Article 123 para. 3 of Law 4548/2018, the Company discloses that the total number of shares and voting rights existing on the date of the invitation of the Company's shareholders to the Ordinary General Meeting amounts to:

eleven million two hundred and fifty thousand (11,250,000) ordinary registered shares with voting rights

Pursuant to the provisions of Article 123 par. 4 of Law 4548/2018, information is hereby provided to investors and in particular draft resolutions on the agenda items contained in the invitation of the Board of Directors published on 06.06.2024 regarding the convening of the General Meeting.

In particular, per agenda item, the respective draft resolutions are as follows:

ITEM no 1: Submission and approval of the Annual (Corporate and Consolidated) Financial Statements of the Company for the fiscal year 2023, accompanied by the relevant reports of the Board of Directors and the Statutory Auditor.

Quorum required: *1/5 of the share capital at the original GM*
Any part of the share capital attending the reconvened GM

Majority: *Absolute majority of represented votes*

Regarding the first item of the agenda, the Board of Directors (BoD) presents the annual, corporate and consolidated financial statements for the fiscal year 01.01.2023 - 31.12.2023, which were approved by the BoD at the meeting of 23.04.2024, and were posted in electronic form on the company's website (<http://www.ekter.gr>), incorporating:

- the annual financial report of the Board of Directors for the fiscal year 2023,

- the Explanatory Report of the Board of Directors, pursuant to Article 4 § 7, 8 of Law 3556/2007,
- the corporate governance statement, pursuant to Articles 152 -153 of Law 4548/2018, and
- the Report of the Statutory Auditor.

The Summarized Data and Information of the above financial statements are posted on the company's website for the immediate information of its investors, without publication in other forms being required by law, provided that the company's website address is registered in the company's section of the relevant Register and that the company has informed the competent authorities without delay of the above posting, in accordance with Law 4072/2012 (Article 232).

Furthermore, a summary of the invitation to this meeting was filed in due time with the competent supervisory authority, posted at the company's offices and published within the deadlines set by the law and the company's Articles of Association via the GEMI website ([www/businessportal.gr](http://www.businessportal.gr)), and was also posted on the company's website for the immediate information of its investors, without any publication in other printed forms being required by law, provided that the company's website address is registered in the company's section of the relevant Register and that the company informed the competent authorities without delay of the above posting, in accordance with Law 4072/2012 (Article 232).

Finally, the full text of the said invitation, the form for the appointment of a representative and the draft resolutions on the agenda items were posted in electronic form on the company's website (<http://www.ekter.gr>) in accordance with the law.

Following the presentation of the above financial statements and the updating of the shareholders, these statements are submitted for approval.

The General Meeting, following lawful voting, with a majority of represented shares and votes, with negative vote of represented shares and with an abstention from voting of represented shares, i.e. with a majority of % of represented shares, approves the Annual (corporate and consolidated) Financial Statements of the Company in accordance with International Financial Reporting Standards (IFRS) for the fiscal year 2023, accompanied by the relevant reports of the Board of Directors and the Statutory Auditor.

ITEM no 2: Approval of the allocation of profits for the fiscal year 2023 and resolution on the distribution of dividends for the fiscal year. Authorization to the Board of Directors to implement the resolution.

Quorum required: *1/5 of the share capital at the original GM
Any part of the share capital attending the reconvened GM*

Majority: *Absolute majority of represented votes*

The Company's results for fiscal year 2023 are as follows:

.....

The Chairman invites the General Meeting to approve the allocation of the results for the fiscal year 2023 and to decide on the distribution of a dividend of €/share.

The proposed dividend cut-off date is Monday 8 July 2024, the proposed date for determining dividend beneficiaries (Record Date) is Tuesday 9 July 2024 and the proposed dividend payment start date is Friday 12 July 2024.

It is pointed out that the process of cutting the dividend, determining the beneficiaries and starting the payment of the dividend will precede the process of splitting all the existing shares (stock split) of the Company, according to the 10th item of the agenda.

Finally, it is proposed that the Board of Directors be granted the authority to regulate all procedural matters required for the implementation of the resolution, including the selection of the paying bank. An announcement by the Company on the relevant matters shall follow.

The General Meeting, following lawful voting, with a majority of represented shares and votes, with negative vote of represented shares and with an abstention from voting of represented shares, i.e. with a majority of % of represented shares, approves the distribution of profits for the fiscal year and the distribution of dividends as above and grants the Board of Directors the relevant authorization.

ITEM no 3: Approval of the remuneration of the members of the Company's Board of Directors for the fiscal year 2023 and pre-approval of the remuneration of the members of the Board of Directors for their services to be rendered from 01.01.2024 to 31.12.2024.

Quorum required: *1/5 of the share capital at the original GM
Any part of the share capital attending the reconvened GM*

Majority: *Absolute majority of represented votes*

The Chairman proposes to the General Meeting to approve the payment of the net, after tax, remunerations to the members of the Board of Directors for the fiscal year 2023, within the framework of the pre-approval granted by last year's General Meeting, reaching a total amount of thousand euros (€..... ,00), as shown in the Company's Annual Financial Statements approved as per the above, further proposes the

payment of additional fees of thousand euros (€.....) to the Executive Members of BoD for the 2023 Financial Results and finally proposes the pre-approval of remunerations for the services to be provided by the aforementioned members in fiscal year 2024, amounting to thousand euros (€.....,00).

The General Meeting, following lawful voting, with a majority of represented shares and votes, with negative vote of represented shares and with an abstention from voting of represented shares, i.e. with a majority of % of represented shares, approves the remunerations paid to the members of the Board of Directors for the fiscal year 2023, amounting to thousand euros (€.....00), as shown in the Company's Annual Financial Statements, and pre-approves remunerations, amounting to thousand euros (€.....,00), for the services to be provided by the aforementioned members in fiscal year 2024. The determination of the individual remunerations is entrusted to the Board of Directors.

Item no 4: Discussion and voting on the Remuneration Report for fiscal year 2023, pursuant to Article 112 of Law 4548/2018.

Quorum required: *1/5 of the share capital at the original GM
Any part of the share capital attending the reconvened GM*
Majority: *Absolute majority of represented votes*

The Remuneration Report for the fiscal year 2023 as proposed by the Board of Directors, following the proposal of the Company's Remuneration and Nomination Committee, is submitted for discussion and vote and is posted on the Company's website (<http://www.ekter.gr>).

The Remuneration Report includes a comprehensive overview of the total remunerations received by the members of the Board of Directors during the fiscal year 2023, as well as any other information required by article 112 par. 2 of L. 4548/2018, and has been prepared on the basis of the principles and assumptions governing the Remuneration Policy, which was revised and approved by the General Meeting of Shareholders dated 15.07.2022.

It is noted that the shareholders' vote on the Remuneration Report is advisory, in accordance with article 112 par. 3 of Law 4548/2018. Following the General Meeting, the Report will be available on the corporate website for a period of ten (10) years, as required by law.

The Chairman invites the General Meeting to vote on the Remuneration Report for the fiscal year 2023.

The General Meeting, accepting the Chairman's proposal, with a majority of represented shares and votes, with negative vote of represented shares and with an abstention from voting of represented shares, i.e. with a majority of % of represented shares, voted in favour of the submitted Remuneration Report of the members of the Board of Directors for the fiscal year 2023.

ITEM no 5 : Briefing by the Chairman of the Audit Committee on the Audit Committee's activities during fiscal year 2023.

Quorum required: *1/5 of the share capital at the original GM
Any part of the share capital attending the reconvened GM*
Majority: *Absolute majority of represented votes*

The Chairman of the Audit Committee informs the General Meeting of Shareholders on the activities of the Audit Committee during the fiscal year 2023, submitting a relevant report in accordance with the provisions of article 44 par. 1(i) of Law 4449/2017.

The relevant Activity Report of the Audit Committee for the fiscal year 2023 was issued together with the Company's annual financial report, forming a separate part of the contents thereof, and is also available on the Company's website www.ekter.gr.

As regards this information, no decision by the General Meeting is foreseen.

ITEM no 6: Update on the activities of the independent non-executive members of the Board of Directors for the fiscal year 2023.

Quorum required: *1/5 of the share capital at the original GM
Any part of the share capital attending the reconvened GM*
Majority: *Absolute majority of represented votes*

The independent non-executive members of the Board of Directors shall inform the General Meeting of Shareholders of their activities during the fiscal year 2023, by submitting a relevant report in accordance with the provisions of article 9 par. 5 of Law 4706/2017.

The relevant Activity Report of the independent members for the fiscal year 2023 is also available on the Company's website www.ekter.gr.

As regards this information, no decision by the General Meeting is foreseen.

ITEM no 7 : Approval of the overall management of the Company, in accordance with article 108 of Law 4548/2018, as in force, and release the Statutory Auditor from any liability for compensation for the fiscal year 2023.

Quorum required: *1/5 of the share capital at the original GM
Any part of the share capital attending the reconvened GM*
Majority: *Absolute majority of represented votes*

The Chairman invites the General Meeting to approve the overall management of the Company in the fiscal year 2023, pursuant to article 108 of Law 4548/2018, and to release the members of the Board of Directors and the Auditors from any relevant liability arising from the performance of their duties in the closed fiscal year.

The General Meeting, following lawful voting, with a majority of represented shares and votes, with negative vote of represented shares and with an abstention from voting of represented shares , i.e. with a majority of % of represented shares, approves the overall management of the Company, releases the members of the Board of Directors of the Company and the Auditors from any liability for compensation arising from the performance of their duties in fiscal year 2023.

ITEM no 8 : Approval of the Company's Remuneration Policy

Required quorum: *1/5 of the share capital at the initial General Meeting.
Any part of the share capital attending the reconvened GM*
Majority: *Absolute majority of represented votes*

On the eighth item of the agenda, the Chairman took the floor and inform the General Meeting that the Company's Remuneration Policy was approved by the Ordinary General Assembly of shareholders on 28.06.2019 and revised by the Ordinary General Assembly of shareholders of 15.07.2022.

Furthermore, according to article 110 par.2 of L.4548/2018, the duration of validity of the approved remuneration policy must not exceed four (4) years from the date its approval by the Ordinary General Assembly. Therefore it is appropriate to get prepared and approved a new remuneration policy.

For this purpose, it is proposed to maintain the current Remuneration Policy, with a four-year duration, with the abolition of the limits that had been set regarding the amount of fixed and variable remuneration of the members of the BoD and the executive managers, so as to leave a wider field in the Remuneration and Nominations Committee of the Company for the determination of said remuneration, under the terms of the Remuneration Policy and subject to the approval of the General Assembly.

The General Meeting, following lawful voting, with a majority of represented shares and votes, with negative vote of represented shares and with an abstention from voting of represented shares , i.e. with a majority of % of represented shares, approves the Remuneration Policy.

ITEM no 9: Supplementation to article 15.2 of the Company's Articles of Association, in accordance with the provision of article 160 par. 2 of Law 4548/2018 - Provision of the necessary authorizations to the Board of Directors of the Company for the implementation of this decision

Required quorum: *1/2 of the share capital at the initial General Meeting.*
 1/5 of the share capital at the reconvened General Meeting.

Majority: *2/3 of the represented votes*

The Board of Directors proposes to the General Meeting the supplementation of article 15.2 of the Company's Articles of Association, in accordance with the provision of article 160 par. 2 of Law 4548/2018.

In particular, the provision of Article 160 par. 2 of Law 4548/2018 stipulates that: "2. *The net profits, if and to the extent that they can be distributed in accordance with Article 159, shall be distributed by resolution of the general meeting in the following order: a) The amounts of credit items in the income statement that do not constitute realised profits shall be deducted. b) The amount reserved for the formation of an ordinary reserve pursuant to this Law and the Articles of Association shall be deducted. (c) The amount required for the payment of the minimum dividend as defined in Article 161 shall be reserved. (d) The remaining net profits, as well as any other profits which may arise and be distributed in accordance with Article 159, shall be allocated as specified in the articles of association and in the resolutions of the general meeting*".

As it follows from the above provision, the distribution of the net profits of a company, to the extent that they are allowed to be distributed under the terms of article 159 of Law 4548/2019, requires a clear reference in the relevant article of its articles of association.

On this issue, the current Articles of Association of the Company stipulate that *"15.2. The net profits, if and to the extent that they can be distributed in accordance with Article 159 of Law 4548/2019, shall be distributed in the following order: a) The credit amounts of the items in the income statement that do not constitute realised profits shall be deducted, b) The amount reserved for the formation of an ordinary reserve under Law 4548/2018 shall be deducted, (c) The amount required for the payment of the minimum dividend as defined in Article 161 of Law 4548/2018 shall be reserved. (d) the remainder shall be allocated by decision of the General Meeting."*

For the sake of completeness and in order to comply with the provision of Article 160 par. 2 of Law 4548/2018 and in order to avoid any doubt regarding the decisions taken by the General Meeting of the Company regarding the allocation of the remaining Company profits, the Board of Directors deems it appropriate and proposes to complete and rephrase the text of article 15.2 of the current Articles of Association, as follows:

"15.2. The net profits, if and to the extent that they can be distributed in accordance with Article 159 of Law 4548/2019, shall be distributed in the following order:

a) The credit amounts of the items in the income statement that do not constitute realised profits shall be deducted,

b) The amount reserved for the formation of an ordinary reserve under Law 4548/2018 shall be deducted,

(c) The amount required for the payment of the minimum dividend as defined in Article 161 of Law 4548/2018 shall be reserved.

(d) the remainder shall be allocated by decision of the General Meeting as an additional dividend or for the creation of an extraordinary reserve or as remuneration of the Board of Directors or shall be carried forward to a new fiscal year, in accordance with the law, or otherwise allocated as the General Meeting of the Company may determine by resolution thereof."

The General Meeting, following lawful voting, with a majority of represented shares and votes, with negative vote of represented shares and with an abstention from voting of represented shares , i.e. with a majority of % of represented shares, approves the above amendment of article 15.2. of the Company's Articles of Association and authorizes the Board of Directors to take all necessary actions to implement this resolution.

ITEM no 10 : Stock split of all the existing shares of the Company, without any change in the share capital, with two (2) new shares replacing one (1) old share, through a simultaneous reduction of the nominal value of each new share from EUR 0.52 to EUR 0.26 - Amendment of Article 5 of the Company's Articles of Association, concerning the Share Capital - Provision of the necessary authorizations to the Board of Directors to implement this decision

Required quorum: *1/2 of the share capital at the initial
General Meeting.
1/5 of the share capital at the reconvened
General Meeting.*

Majority: *2/3 of the represented votes*

The Board of Directors believes that the stock split of all the existing shares of the Company will facilitate the marketability of the Share (with more shares in the market there will be higher availability for buyers and sellers) and improve the attractiveness of the Share (by reducing the price through the split, the Share becomes more affordable).

To this end, the Board of Directors proposes to the General Meeting the stock split of all existing shares of the Company, with two (2) new shares replacing one (1) old share, through a simultaneous reduction of the nominal value of each new share from EUR 0.52 to EUR 0.26.

In accordance with the above, the Board of Directors proposes to the General Meeting to approve the amendment of article 5 of the Company's Articles of Association, concerning the Share Capital, with the addition of new paragraph 19, as follows:

"SHARE CAPITAL - SHARES - SHAREHOLDERS

Article 50

(....)

"19. By decision of the Ordinary General Meeting of Shareholders of 28.06.2024, it was decided to split all the existing shares (stock split) of the Company, without changing the share capital, with a ratio of two (2) new shares replacing one (1) old share, through a simultaneous reduction of the nominal value of each new share from EUR 0.52 to EUR 0.26.

Thus, the share capital of the Company amounts to five million eight hundred and fifty thousand (€5,850,000.00) euros, divided into twenty-two million five hundred (22,500,000) ordinary registered shares, with a nominal value of 0.26 euros each".

The General Meeting, following lawful voting, with a majority of represented shares and votes, with negative vote of represented shares and with an abstention from voting of represented shares, i.e. with a majority of % of represented shares, approves the above split of all existing shares (stock split) of the Company, without any change in the share capital, with a ratio of two (2) new shares replacing one (1) old share, through a simultaneous reduction of the nominal value of each new share from EUR 0.52 to EUR 0.26, as well as the relevant amendment of Article 5 of the Company's Articles of Association concerning the Share Capital, with the addition of new paragraph number 19. It also authorised the Board of Directors to take all the necessary actions to implement this resolution.

ITEM no 11: Selection of an Audit Company for the fiscal year 2024 and determination of its remuneration.

Quorum required: *1/5 of the share capital at the original GM
Any part of the share capital attending the reconvened GM*
Majority: *Absolute majority of represented votes*

Following the recommendation of the competent Audit Committee of the Company, the Chairman proposes that the audit of the fiscal year from 01.01.2024 to 31.12.2024 be entrusted to the auditing société anonyme, headquartered in Athens (.....), under SOEL registration number and that the ordinary and the deputy auditor be appointed by the said company.

It further proposes that the Board of Directors be authorized to conclude a final agreement with the Audit Company regarding its remuneration for the audit of the current fiscal year and to send the written notice - mandate to the selected audit company within five (5) days from the date of its selection.

The General Meeting, following lawful voting, with a majority of represented shares and votes, with negative vote of represented shares and with an abstention from voting of represented shares, i.e. with a majority of % of represented shares, approves the assignment of the audit for the fiscal year from 01.01.01.2024 to 31.12.2024 to the auditing société anonyme....., headquartered in Athens (.....), under SOEL registration number and the appointment of the ordinary and the deputy auditor by this company. The remuneration of the audit company shall be determined by the Board of Directors.

ITEM no 11: Miscellaneous announcements

Announcements of corporate interest shall be made when there are relevant events to report.

June 2024

THE BOARD OF DIRECTORS