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**DRAFT RESOLUTIONS – BOARD of DIRECTORS COMMENTS**  
**ON THE ITEMS OF THE AGENDA OF THE**  
**ANNUAL GENERAL MEETING AS OF 6.7.2021**

**ITEM 1:**

**Submission and approval of the Annual Financial Statements of the Company for the fiscal year 2020, along with the relevant report of the Board of Directors and the Statutory Auditors' report.**

*Required quorum: 1/5 (20%) of company's paid up capital*

*Required majority: 50% +1 of the votes represented at the General Meeting*

The Annual Financial Report 2020, which contains the annual financial statements, the report of the Board of Directors and the independent Auditor's report, is available at company's website [www.krikri.gr](http://www.krikri.gr).

The Board of Directors proposes the approval of Financial Statements 2020 and the related Board of Directors report and the independent Auditor's report, as released on 21/4/2021.

**ITEM 2:**

**Distribution of profits of the fiscal year 2020.**

*Required quorum: 1/5 (20%) of company's paid up capital*

*Required majority: 50% +1 of the votes represented at the General Meeting*

The Board of Directors proposes the following allocation of profits:

*(Amounts in Euro)*

Profits after tax 2020	15.862.612
Plus: Balance of taxed profits carried forward	7.682.867
	<hr/> <b>23.545.479</b> <hr/>
 <u>Distributed as:</u>	
Legal reserve	463.554
Dividend	6.613.027
Compensation to members of BoD	350.000
Profits carried forward	16.118.897
	<hr/> <b>23.545.479</b> <hr/>

For the fiscal year 2020, the Board of Directors proposes the distribution of **gross dividend of €0,20 per share.**

The Board of Directors proposes the distribution of profits as above.

**ITEM 3:**

**Submission of the Annual Audit Committee report for the fiscal year 2020**

*Required quorum: 1/5 (20%) of company's paid up capital*

*Required majority: 50% +1 of the votes represented at the General Meeting*

The Audit Committee has prepared its Annual Report on 14<sup>th</sup> June 2021, which is posted on the company's website: [www.krikri.gr/corporate-governance](http://www.krikri.gr/corporate-governance).

The Chairman of the Audit Committee presents to the General Meeting the Annual Audit Committee Report for the year 2020 and the Chairman of the General Meeting proposes a discussion about it and its voting.

**ITEM 4:**

**Approval of the overall management of the Company and discharge of the Statutory Auditors of the Company from any liability for compensation for the fiscal year 2020.**

*Required quorum: 1/5 (20%) of company's paid up capital*

*Required majority: 50% +1 of the votes represented at the General Meeting*

It is proposed the approval of the overall management that took place during the year 2020, according to article 108 of law 4548/18, and the discharge of the Statutory Auditors from any liability for compensation for the audit for the year 2020.

The Board of Directors proposes to the General Meeting of Shareholders the approval of the overall management during the year 2020 and the release of Statutory Auditors for the audit for the year 2020.

**ITEM 5:**

**Election of regular and alternate Statutory Auditors for the audit of the financial statements of the Company for the fiscal year 2021, and approval of their fees.**

*Required quorum: 1/5 (20%) of company's paid up capital*

*Required majority: 50% +1 of the votes represented at the General Meeting*

*It is noted that shareholders, persons, who are also members of the Board of Directors of the Company, may participate in the voting of the General Meeting and in the calculation of quorum and majority, as the majority of the independent members of the Board of Directors have stated that they agree with the assignment of control to the proposed persons.*

The Board of Directors, following a relevant recommendation of the Audit Committee, proposes the assignment of the statutory audit of the annual financial statements, the review of the interim financial statements and the audit for the issuance of a tax certificate, to the audit firm "GRANT THORNTON SA". The audit firm will assign the audit to its member \_\_\_\_\_ as Regular Auditor and \_\_\_\_\_ as Alternate Auditor. Finally, it is proposed to approve the fee of € 48,500 plus VAT.

The Board of Directors proposes to the General Meeting of Shareholders the election of two (2) Statutory Auditors, \_\_\_\_\_ as Regular Auditor and \_\_\_\_\_ as Alternate Auditor, members of the audit firm "GRANT THORNTON SA", and setting their fee for the statutory audit, at € 48,500 plus VAT.

**ITEM 6:**

**Approval of the remuneration of the members of the Board of Directors for their presence to the Board of Directors meetings and other services provided, for the fiscal year 2020 and pre-approval of the remuneration of the members of the Board of Directors for their presence to the Board of Directors meetings and other services provided, for the fiscal year 2021**

*Required quorum: 1/5 (20%) of company's paid up capital*

*Required majority: 50% +1 of the votes represented at the General Meeting*

It is proposed the approval of the gross salaries paid to the members of the Board of Directors amounting to € 32,071, other benefits € 53,668 and benefits in kind € 8,804, during the year 2020, for their services to the Company and their participation in its meetings Board of Directors.

It is also proposed the pre-approval of total maximum gross salaries that will be paid to the members of the Board of Directors amounting to € 100,000. These fees do not include the variable fees of € 350,000 that are proposed to come from the distribution of profits for the year 2020.

The Board of Directors proposes to the General Meeting on the one hand the approval of the remuneration of the members of the Board of Directors for the year 2020 and on the other hand the pre-approval of the remuneration of the members of the Board of Directors for the year 2021 as above.

**ITEM 7:**

**Submission for discussion and voting of the Remuneration Report of the members of the Board of Directors for the fiscal year 2020, according to article 112 paragraph 3 of Law 4548/2018**

*Required quorum: 1/5 (20%) of company's paid up capital*

*Required majority: 50% +1 of the votes represented at the General Meeting*

The Remuneration Report, which includes a complete overview of the total remuneration received by the members of the Board of Directors for the year 2020, in accordance with the specific provisions of article 112 of Law 4548/2018 and which will be submitted for voting at the General Meeting, according to article 112 par. 3 of Law 4548/2018, is available on the corporate website [www.krikri.gr/corporate-governance/](http://www.krikri.gr/corporate-governance/) .

The Board of Directors proposes to the General Meeting the voting of the Remuneration Report of the members of the Board of Directors for the year 2020, according to article 112 par. 3 of Law 4548/2018.

**ITEM 8:**

**Submission and approval of the Company's members of Board of Directors Suitability Policy according to article 3 of new Law 4706/2020**

*Required quorum: 1/5 (20%) of company's paid up capital*

*Required majority: 50% +1 of the votes represented at the General Meeting*

The Company's Suitability Policy, which has already been approved by the Board of Directors, in accordance with the provision of article 3 par. 1 Law 4706/2020 (which will enter into force on July 17, 2021), as will be submitted for approval by the General Meeting, according to article 3 par. 3 Law 4706/2020, is available on the corporate website [www.krikri.gr/corporate-governance/](http://www.krikri.gr/corporate-governance/).

The Board of Directors proposes to the General Meeting the approval of the Suitability Policy of the members of the Board of Directors of the Company, according to art. 3 of the law 4706/2020, which article is to enter into force on 17<sup>th</sup> July 2021.

**ITEM 9:**

**Amendment of the Company's Remuneration Policy according to Law 4548/2018.**

*Required quorum: 1/5 (20%) of company's paid up capital*

*Required majority: 50% +1 of the votes represented at the General Meeting*

The new plan after the amendments of the Company's Remuneration Policy in accordance with the provisions of Law 4548/2018, as will be submitted for approval by the General Meeting, as well as the relevant proposal of the Board of Directors on the individual revisions, according to article 111 par. 2 Law 4548/2018, are available on the corporate website: [www.krikri.gr/corporate-governance/](http://www.krikri.gr/corporate-governance/).

The Board of Directors proposes to the General Meeting the approval of the new plan after the amendments to the Remuneration Policy of the members of the Board of Directors of the Company in accordance with the provisions of articles 110 of Law 4548/2018.

**ITEM 10:**

**Announcement of the election of a temporary member of the Board of Directors, replacing a resigned member. Confirmation of the election according to article 82 paragraph 1 of Law 4548/2018 and article 3 paragraph 1 of Law 3016/2002.**

*Required quorum: 1/5 (20%) of company's paid up capital*

*Required majority: 50% +1 of the votes represented at the General Meeting*

The election of Mr. MOUDIOS Anastasios as the new independent, non-executive member of the Board of Directors of the Company from 13.01.2021 will be announced at the General Meeting, temporarily and in replacement of the resigned independent non-executive member, Mr. XENTES Theodoros. It is proposed by the General Meeting to approve the above election of Mr. MOUDIOS Anastasios. The justification of his proposal, the detailed CV and the determination of the eligibility criteria of Mr. MOUDIOS are posted on the Company's website, at the link [www.krikri.gr/corporate-governance/](http://www.krikri.gr/corporate-governance/). It is proposed to approve his election as a new independent non-executive member of the Company's Board of Directors, replacing the resigned independent non-executive member, Mr. XENTES Theodoros, for the remainder of his term.

The Board of Directors proposes to the General Meeting of Shareholders the ratification of the election of Mr. MOUDIOS Anastasios as a new independent non-executive member of the Board of Directors of the Company, as above.

**ITEM 11:**

**Election of a new Board of Directors and appointment of the independent & non-executive members of the Board of Directors**

*Required quorum: 1/5 (20%) of company's paid up capital*

*Required majority: 50% +1 of the votes represented at the General Meeting*

It is proposed the election of a new six-member Board of Directors, with a six-year term, until 06.07.2027, which can be automatically extended until the expiration of the term, within which the next General Meeting of the year 2027 must convene and until the relevant decision, consisting of the following:

- 1) **Panagiotis Tsinavos**
- 2) **Georgios Kotsampasis**
- 3) **Georgia Kartsani**
- 4) **Georgios Tsinavos**
- 5) **Anastasios Kyriakidis**
- 6) **Anastasios Moudios**

The justification of the Board of Directors, following a relevant recommendation of the Remuneration and Nomination Committee, the detailed CVs of the candidate members, as well as the determination of their eligibility criteria and, in case of their independence, according to article 18 par. 4706/2020, are posted on the Company's website, at the link [www.krikri.gr/corporate-governance/](http://www.krikri.gr/corporate-governance/).

The Board of Directors proposes to the General Meeting the election of a new Board of Directors of the Company, according to the above.

**ITEM 12:**

**Election of new Audit Committee according to article 44 of Law 4449/2017 and article 10 of the new Law 4706/2020**

*Required quorum: 1/5 (20%) of company's paid up capital*

*Required majority: 50% +1 of the votes represented at the General Meeting*

It is proposed that the General Meeting decide on the election of a new three-member Audit Committee of the Company, which will be a committee of the Board of Directors and will consist of two (2) Independent Non-Executive Members of the Board and one (1) Non-Executive Member of the Board, in accordance with the provisions of article 44 par. 1 of Law 4449/2017 and no. 10 of the new law 4706/2020 (which article is to enter into force on July 17<sup>th</sup>, 2021).

The proposed term of the Audit Committee is proposed to be six years, ie until 06.07.2027, which can be automatically extended until the expiration of the deadline, within which the next Ordinary General Meeting of 2027 must convene and until the relevant decision is taken.

The members of the Audit Committee will be appointed according to article 44 par. 1 (c) Law 4449/2017, as amended and in force, by the Board of Directors of the Company, after considering determine the fulfillment of the requirements in the person of each of them, in order for the Audit Committee to have the legal composition and its members will meet the criteria, and in case of independence, according to article 44 par. 1 L. 4449/2017, article 4 par. 1 L. 3016/2002 and article 9 L. 4706/2020, respectively.

The Chairman of the Audit Committee will be appointed, according to article 44 par. 1 (e) Law 4449/2017, by its members during its formation in a body and must be independent, within the meaning of article 4 par. 1 Law 3016/2002 and article 9 Law 4706/2020, by the Company.

The detailed CVs of the members of the Board of Directors (and the Audit Committee) are posted on the Company's website, here [www.krikri.gr/corporate-governance/](http://www.krikri.gr/corporate-governance/).

The Board of Directors proposes to the General Meeting the election of a new three-member Audit Committee of the Company, which will be a committee of the Board of Directors and will consist of two (2) Independent Non-Executive Members of the Board of Directors and a Non-Executive Member of the Board of Directors, the above.

**ITEM 13:**

**Amendment of the share options scheme to members of Board of Directors and Company's personnel, according to article 113 of Law 4548/2018, replacing it with a share awards scheme to members of Board of Directors and Company's personnel, according to article 114 of Law 4548/2018. Authorize the Board of Directors to decide upon specific terms of the program.**

*Required quorum: 1/5 (20%) of company's paid up capital*

*Required majority: 50% +1 of the votes represented at the General Meeting*

It is proposed to amend the decision of the 25th Ordinary General Meeting on the 11th item of the agenda on the establishment of a program for the distribution of shares to members of the Board of Directors and the Company, according to article 113 of Law 4548/2018, which is noted that never its terms were finally specified by the Board of Directors, nor did its implementation and replacement begin, with the proposed decision on the free distribution of shares, according to article 114 of law 4548/2018, in order to reward, attract and hold competent persons from the market, up to the amount of 0.5% of the Company's capital paid on the date of the decision of the General Meeting. It is proposed to provide relevant authorization to the Board of Directors to determine the other individual terms of the Program, within the limits of the authorization of the General Meeting, as well as any other relevant condition for the implementation of the above. It is noted that in this context, without changing the purpose of the program for the purchase of treasury shares, according to article 49 of Law 4548/2018 and the definitions of Regulation (EU) 596/2014 for the abuse of the market and the Authorized Regulation (EU) 2016/1052, which - albeit in part and in particular for 0.5% of the total number of own shares - remains in compliance with obligations arising from shareholding schemes or other equity offerings, to employees or to members of the management or supervisory bodies of the issuer or affiliated company, in accordance with Article 5 par. 2 (c) of Regulation (EU) 596/2014, however, the type of disposal will change due to the proposed amendment of the decision of the General Meeting for the program of distribution of shares according to article 113 Law 4548/2018 and its replacement with free distribution of shares, according to article 114 Law 4548/2018.

The Board of Directors proposes to the General Meeting the amendment of the decision of the 25th Ordinary General Meeting on the 11th item of the agenda regarding the establishment of a program for the distribution of shares to members of the Board of Directors and the Company, according to article 113 Law 4548/2018 and its replacement, with the proposed decision for the free distribution of shares, according to article 114 Law 4548/2018, up to the amount of 0.5% of the Company's capital paid on the date of the decision of the General Meeting and the provision of relevant authority to the Board of Directors to determine the other individual terms of the Program, within the limits of the General Meeting, as well as any other relevant condition for the implementation of the above.