



**Draft resolutions on items on the agenda  
of the Ordinary General Meeting of the Company "IDEAL HOLDINGS S. A."  
30-05-2023 in accordance with the  
article 123, par. 4, of Law 4548/2018**

**AGENDA ITEMS**

**1. Submission and approval of the Annual Financial Statements (Company and Consolidated) for the fiscal year 2022 (01.01.2022 - 31.12.2022), prepared in accordance with International Financial Reporting Standards (IFRS) and the relevant reports of the Board of Directors and the Auditor.**

**Required Quorum: 1/5 (20%) of the paid-up share capital of the Company  
Required Majority: 50%+1 of the votes represented at the General Assembly**

The General Assembly in accordance with the required majority:

On the first (1st) item of the Agenda, Shareholders present and voting, representing . . . . . shares of the Company out of a total of . . . . . shares, approved by majority (. . . . . %), the Annual Financial Report for the fiscal year 01.01.2022 - 31.12.2022 with the relevant Reports and Statements of the Board of Directors and the Auditors, as proposed for approval.

**2. Approval of allocation of profits for fiscal year 01.01.2022-31.12.2022.**

**Required Quorum: 1/2 (50%) of the paid-up share capital of the Company  
Required Majority: 4/5 (80%) of the votes represented at the General Assembly**

The General Assembly in accordance with the required majority:

On the second (2nd) item of the Agenda, Shareholders present and voting, representing . . . . . shares of the Company out of a total of . . . . . shares, approved by a majority (. . . . . %), the non-distribution of dividends for the fiscal year 01.01.2022 - 31.12.2022 and the distribution of the net profit for the fiscal year 2022, as proposed for approval.

**3. Increase of the Company's share capital by capitalizing part of the "Share Premium Account" and simultaneous increase of the nominal value of the share, as well as a corresponding amendment of paragraph 1 of article 5 of the Articles of Association.**

**Required Quorum: 1/2 (50%) of the paid-up share capital of the Company  
Required Majority: 2/3 (66,66%) of the votes represented at the General Assembly**

On the third (3rd) item of the Agenda, Shareholders present and voting, representing . . . . . shares of the Company out of a total of . . . . . shares, approved by a majority (. . . . . %), the increase of the share capital with capitalization of part of the account "Share Premium Account" and simultaneous increase of the nominal value of the share as well as a corresponding amendment of par. 1 of Article 5 of the Statutes, as proposed for approval.

**4. Reduction of the Company's share capital by reducing the nominal value of the share and returning the amount of the capital reduction in cash to the shareholders, as well as the corresponding amendment of paragraph 1 of Article 5 of the Articles of Association.**

**Required Quorum: 1/2 (50%) of the paid-up share capital of the Company**

**Required Majority: 2/3 (66,66%) of the votes represented at the General Assembly**

On the fourth (4th) item of the Agenda, Shareholders present and voting, representing . . . . . shares of the Company out of a total of . . . . . shares, approved by a majority (. . . . %), the reduction of the share capital and repayment of the amount of the capital reduction in cash to the shareholders as well as the corresponding amendment to par. 1 of Article 5 of the Statutes, as proposed for approval.

**5. Submission of the Annual Report of the Audit Committee in accordance with article 44 (1) (i) of Law 4449/2017.**

**Required Quorum: 1/5 (20%) of the paid-up share capital of the Company**

In the fifth (5th) item of the Agenda, the Shareholders were informed about the Annual Report of the Audit Committee for the year 2022 in accordance with article 44 paragraph 1 para. i) of Law 4449/2017.

**6. Submission of the Report of Independent Non-Executive Members of the Board of Directors pursuant to Article 9 paragraph 5 of Law 4706/2020.**

**Required Quorum: 1/5 (20%) of the paid-up share capital of the Company**

In the sixth (6th) item of the Agenda, the Shareholders were informed about the Report of the Independent Non-Executive Members of the Board of Directors for the year 2022 in accordance with article 9 par. 5 of Law 4706/2020.

**7. Approval pursuant to article 108 of Law 4548/2018 of the overall management of the Company by the members of the Board of Directors and discharge of the Auditor pursuant to article 117 par. 1 (c) of Law 4548/2018 for the fiscal year 2022 (01.01.2022 - 31.12.2022).**

**Required Quorum: 1/5 (20%) of the paid-up share capital of the Company**

**Required Majority: 50%+1 of the votes represented at the General Assembly**

On the seventh (7th) item of the Agenda, Shareholders present and voting, representing . . . . . shares of the Company out of a total of . . . . . shares, approved by a majority (. . . . %), the overall management of the Board of Directors for the financial year 01.01.2022 - 31.12.2022, in accordance with article 108 of Law 4548/2018 and discharged the Auditors in accordance with par. 1 (c) article 117 of Law 4548/2018 for the audit carried out on the financial statements for the financial year 01. 01. 2022-31. 12. 2022.

**8. Approval of the fees paid to the members of the Board of Directors for the fiscal year 01.01.2022 - 31.12.2022, determination of the fees for the fiscal year 2023 and pre-approval of their payment for the period until the next Annual General Meeting, pursuant to article 109 of Law 4548/2018.**

**Required Quorum: 1/5 (20%) of the paid-up share capital of the Company**

**Required Majority: 50%+1 of the votes represented at the General Assembly**

On the eighth (8th) item of the Agenda, Shareholders present and voting, representing . . . . . shares of the Company out of a total of . . . . . shares, approved by a majority (. . . . %) the remuneration and compensation of the members of the Board of Directors for the financial year 01.01.2022 - 31.12.2022 in accordance with what was proposed for approval and approved the remuneration and

compensation of the members of the Board of Directors for the financial year 01.01.2023 - 31.12.2023 and until the Annual General Meeting of 2024 in accordance with what was proposed for approval.

**9. Submission of the Remuneration Report for the members of the Board of Directors for the fiscal year 2022 (01.01.2022-31.12.2022) for discussion and vote in accordance with article 112 of Law 4548/2018.**

**Required Quorum: 1/5 (20%) of the paid-up share capital of the Company**  
**Required Majority: 50%+1 of the votes represented at the General Assembly**

On the ninth (9th) item of the Agenda, Shareholders present and voting, representing . . . . . shares of the Company out of a total of . . . . . shares, provided a positive vote by majority (. . . . . %) in the Compensation Report for the fiscal year 2022 in accordance with article 112 of Law 4548/2018.

**10. Granting permission, pursuant to article 98 paragraph 1 of Law 4548/2018, to the members of the Board of Directors to participate in the Boards of Directors of other companies.**

**Required Quorum: 1/5 (20%) of the paid-up share capital of the Company**  
**Required Majority: 50%+1 of the votes represented at the General Assembly**

On the tenth (10th) item of the Agenda, Shareholders present and voting, representing . . . . . shares of the Company out of a total of . . . . . shares, granted by a majority (. . . %) permission to the members of the Board of Directors of the Company to participate in the Boards of Directors of other companies.

**11. Election of Certified Public Accountants - Accountants from the Registry of Certified Public Accountants for the audit of the financial statements of the Company and the Consolidated Financial Statements for the fiscal year 2023 and the issuance of the tax certificate and determination of their fees.**

**Required Quorum: 1/5 (20%) of the paid-up share capital of the Company**  
**Required Majority: 50%+1 of the votes represented at the General Assembly**

On the eleventh (11th) item of the Agenda, Shareholders present and voting, representing . . . . . . . . . . shares of the Company out of a total of . . . . . shares, elected by majority (. . . . . %) the public limited company of chartered accountants named "GRANT THORNTON SAINT AND BUSINESS CONSULTANTS" for the audit of the Financial Statements for the fiscal year 01. 01. 2023 - 31. 12. 2023, and authorized the Board of Directors to approve its remuneration.

**12. Repeal of the existing and establishment of a new plan for the purchase of own shares.**

**Required Quorum: 1/5 (20%) of the paid-up share capital of the Company**  
**Required Majority: 50%+1 of the votes represented at the General Assembly**

On the twelfth (12th) item of the Agenda, Shareholders present and voting, representing . . . . . . . . . . shares of the Company out of a total of . . . . . shares, have decided to abolish the existing share purchase program and to establish a new share purchase program in accordance with article 49 of Law 4548/2018, for a period not exceeding twenty-four (24) months, with a minimum purchase price of EUR 2. 00 and a maximum purchase price of EUR 7. 00. The maximum number of treasury shares to be purchased shall not exceed 10% of the paid-up share capital, including the treasury shares owned by the Company. The Board of Directors was authorised to determine the specific terms and conditions and the relevant details for the acquisition of the same shares.



**13. Authorization to the Board of Directors to establish a plan for the free allocation of own shares to members of the Board of Directors and the staff of the Company and its affiliated companies within the meaning of article 32 of Law 4308/2014, pursuant to article 114 of Law 4548/2018.**

**Required Quorum: 1/2 (50%) of the paid-up share capital of the Company**

**Required Majority: 2/3 (66,66%) of the votes represented at the General Assembly**

On the thirteenth (13th) item of the Agenda, Shareholders present and voting, representing . . . . .  
. . . . shares of the Company out of a total of . . . . . shares, resolved to authorize the Board of Directors to establish a Free Share Allocation Plan for members of the Board of Directors and the staff of the Company and its affiliated companies within the meaning of article 32 of Law 4308/2014, in accordance with article 114 of Law 4548/2018, as proposed for approval.