



**Draft resolutions on items on the agenda
of the Ordinary General Meeting of the Company "IDEAL HOLDINGS S.A."
06-06-2024 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 2023 (01.01.2023 - 31.12.2023), 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 01.01.2023 - 31.12.2023 with the relevant Reports and Statements of the Board of Directors and the Auditors, as proposed for approval.

2. 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 Meeting**

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 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 Articles of Association, as proposed for approval.

3. 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 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 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 Articles of Association, as proposed for approval.

4. 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 fourth (4th) item of the Agenda, the Shareholders were informed about the Annual Report of the Audit Committee for the year 2023 in accordance with article 44 paragraph 1 para. i) of Law 4449/2017.

5. 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 fifth (5th) 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 2023 in accordance with article 9 par. 5 of Law 4706/2020.

6. 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 2023 (01.01.2023 - 31.12.2023).

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 sixth (6th) 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 01.01.2023 - 31.12.2023, 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 01.01.2023 -31.12. 2023.

7. Approval of the fees paid to the members of the Board of Directors for the fiscal year 01.01.2023 - 31.12.2023, determination of the fees for the fiscal year 2024 and pre-approval of their payment for the period until the next Ordinary 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 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 remuneration and compensation of the members of the Board of Directors for the financial year 01.01.2023 - 31.12.2023 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 01.01.2024 - 31.12.2024 and until the Ordinary General Meeting of 2025 in accordance with what was proposed for approval.

8. Submission of the Remuneration Report for the members of the Board of Directors for the fiscal year 2023 (01.01.2023-31.12.2023) 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 eight (8th) 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 Remuneration Report for the fiscal year 2023 in accordance with article 112 of Law 4548/2018.

9. 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 ninth(9th) 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.

10. Election of Certified Public Auditors-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 2024 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 tenth (10th) item of the Agenda, Shareholders present and voting, representing shares of the Company out of a total of shares, elected by majority (. %) the société anonyme of Certified Public Auditors-Accountants under the name "GRANT THORNTON ANONYMI ETAIREIA ORKOTON ELEGKTON KAI SYMVOULON EPICHEIRISEON" for the audit of the Financial Statements for the fiscal year 01.01.2024 - 31.12.2023 and authorized the Board of Directors to approve its remuneration.

11. Election of the Audit Committee, according to article 44 of Law 4449/2017.

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, have decided: a) the Audit Committee to consist of three (3) members and to constitute an independent joint Committee of the Board of Directors, which will consist of an independent member of the Board of Directors and third independent members b) to authorize the Board of Directors to elect among its members the independent non-executive member that will be a member of the Audit Committee c) the term of the Committee will be three years, i.e. until 05.06.2027, extended automatically until the expiry of the deadline within which the first Ordinary General Meeting must be convened, which follows the expiration of the term of the Committee and d) the election of Messrs. Panagiotis Vroustouris and Ioannis Theodorou as third independent members of the Audit Committee.