



**PROPOSALS OF THE BOARD OF DIRECTORS ON THE ITEMS OF THE AGENDA ON THE ORDINARY
GENERAL MEETING OF THE SHAREHOLDERS ON THE 06.06.2024**

1st ITEM: 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.

The Board of Directors proposes to the General Meeting the approval of the Annual Financial Statements (Company's and Consolidated) for the financial year 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 and approved by the Board of Directors in its decision of 16/04/2024.

The Annual Financial Statements (Company and Consolidated) for the fiscal year 2023 are available on the Company's website: <https://www.idealholdings.gr/en/investor-relations/financial-briefing/>

2nd ITEM: 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.

The Board of Directors proposes to the General Meeting of Shareholders the increase of the Company's share capital by capitalizing part of the "Share Premium account" in the amount of nine million six hundred thousand seven hundred eighty-four euros and twenty cents (€ 9,600,784.20) with a simultaneous increase of the nominal value of the share by € 0.20, from € 0.40 to € 0.60.

Furthermore, the Board of Directors suggests the amendment of the Company's Articles of Association to article 5 par.1 with the following addition:

(ir) With the decision of the Ordinary General Meeting of Shareholders dated 06.06.2024, it was resolved: a) to increase the share capital of the Company by the amount of nine million six hundred thousand seven hundred eighty-four euros and twenty cents (€ 9,600,784.20) with capitalization of part of "Share Premium account" and simultaneous increase of the nominal value of the share from € 0.40 to € 0.60.

3rd ITEM: 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.

The Board of Directors proposes to the General Meeting the reduction of the Company's share capital by the amount of nine million six hundred thousand seven hundred eighty-four euros and twenty cents (€ 9,600,784.20) by reducing the nominal value of the share to € 0.40 from € 0.60 and the return of the amount of the share capital reduction by cash payment to shareholders.

The Articles of Association of the Company will be amended with regard to article 5 paragraph 1 with the following addition:

(ir) By the decision of the Annual General Meeting of Shareholders dated 06.06.2024, it was decided: [...] and b) reduction of the Company's share capital by the amount of nine million six hundred thousand seven hundred eighty-



four euros and twenty cents (€ 9,600,784.20) with a decrease of the nominal value of the share from € 0.60 to € 0.40 and return of the amount of the capital reduction by cash payment to shareholders, i.e. € 0.20 per share. Thus, the total share capital of the Company amounts to nineteen million two hundred one thousand five hundred sixty-eight euros and forty cents (€19,201,568.40) and is divided into forty-eight million three thousand nine hundred twenty-one (48,003,921) common registered voting shares of nominal value €0.40 each.

4th ITEM: Submission of the Annual Report of the Audit Committee in accordance with article 44 (1) (i) of Law 4449/2017.

The Board of Directors submits to the General Meeting for discussion the annual report of the Audit Committee for the financial year 2023, in accordance with article 44 paragraph 1 item i) of Law 4449/2017. The Report of the Audit Committee's Activities has been published and will remain available on the Company's website at the link <https://www.idealholdings.gr/el/ependytikes-sheseis/enhmerwsh-metoxwn/genikes-suneleuseis/>

The annual report of the Audit Committee's activities is submitted to the General Meeting of Shareholders in accordance with Article 44, par. 1 (item i) of Law 4449/2017, as amended, and shall not be put to vote.

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

The Board of Directors submits for discussion at the General Meeting, the Report of the Independent Non-Executive Members of the Board of Directors, which was prepared in compliance with the provision of article 9 par.5 Law 4706/2020 "Corporate governance of public limited companies, modern capital market, incorporation into Greek law of Directive (EU) 2017/828 of the European Parliament and of the Council, measures for the implementation of Regulation (EU) 2017/1131 and other provisions" (Government Gazette A' 136/17.07.2020).

The Report of Independent Non-Executive Directors of the Board of Directors of the Company has been posted and will remain available on the Company's website at the following link: <https://www.idealholdings.gr/en/investor-relations/shareholders-briefing/general-meetings/>

The Report of the Independent Non-Executive Members of the Board of Directors is submitted to the General Meeting in accordance with article 9 paragraph 5 of Law 4706/2020, as in force, and is not put to a vote.

6th ITEM: 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).

The Board of Directors recommends to the General Assembly the approval of the overall management of the Company by the members 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 the discharge of the Auditor, in accordance with par. 1, paragraph c) of 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.

7th ITEM: 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 Annual General Meeting, pursuant to article 109 of Law 4548/2018.



The Board of Directors recommends the approval of the fees and compensations paid to the members of the Board of Directors of the Company for the financial year 2023 in accordance with article 109 of Law No. 4548/2018, in the amount of €800.844.

Detailed information on the remuneration paid for the year 2023 is available in the Annual Report on Remuneration for the 2023 financial year, which is available at the following link <https://www.idealholdings.gr/en/investor-relations/shareholders-briefing/general-meetings/>

In addition, the Board of Directors, following a proposal by the Company's Remuneration Committee, recommends the approval of the remuneration of the members of the Board of Directors for the fiscal year 01.01.2024 - 31.12.2024 and until the Annual General Meeting of 2025, in accordance with article 109 of Law 4548/2018, as amended.

Specifically, regarding the Non-Executive and Independent Non-Executive Members of the Board of Directors, the Board of Directors unanimously decides to recommend the following:

- A)** The Non-Executive Members of the Board of Directors receive annual gross remuneration in the amount of €35,000, which will be paid monthly on a pro-rata basis.
- B)** The Independent Non-Executive Members of the Board of Directors will receive an annual gross remuneration of €35,000, which will be paid monthly on a pro rata basis.
- C)** The Chairman of the Audit Committee, Independent Non-Executive Director of the Board of Directors to receive in addition a gross annual remuneration of €6,000 for her participation in the Audit Committee of the Company and the total annual gross remuneration of €41,000, which will be paid monthly on a pro rata basis.
- D)** The Chairman of the Board of Directors of the Company, due to his status and his special involvement, as a non-executive member, in the supervision, monitoring and control of the performance of the executive members as well as in the monitoring of the implementation of the Company's strategy, to receive annual gross remuneration of €50,000, which will be paid monthly on a pro rata basis.

Regarding the remuneration of the Executive Directors, the Board of Directors recommends the following:

- A)** The Chief Executive Officer of the Board of Directors, Mr. Panayiotis Vassiliadis, to receive annual gross remuneration of €252,000 (€18,000 per month*14), who has an active full-time employment contract with the subsidiary ADACOM S.A. Also to receive in 2024 variable remuneration of €115,000 for the 2023 financial year, determined following his evaluation by the Remuneration Committee as approved by the Board of Directors in accordance with the Company's Remuneration Policy. All the aforementioned amounts to be pre-approved are gross and subject to the deductions required by applicable tax and insurance legislation.
- B)** The executive member of the Board of Directors, Mr. Savvas Asimiadis, to continue to receive annual gross remuneration of €182,000 (€13,000 per month*14) who maintains an active full-time employment contract with the Company. Also, to receive in 2024 variable remuneration of €70,000 for the fiscal year of 2023, determined following his evaluation by the Remuneration Committee, as approved by the Board of Directors in accordance with the Company's Remuneration Policy.

Executive Directors do not receive additional remuneration for their participation in the Boards of Directors of the Company's subsidiaries.



All amounts to be pre-approved as stated above are gross and subject to the deductions required by applicable tax and insurance legislation.

The total of the above remuneration of all members of the Board of Directors of the Company for the fiscal year 2024 amounts to €886.125.

8th ITEM: 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.

The Board of Directors, following the proposal of the Company's Remuneration and Nominations Committee and taking into account the current legislative and regulatory framework and in particular the provisions of article 112 of Law 4548/2018, submits to the General Meeting the Remuneration Report of the Board Members for the financial year 2023, for discussion and voting.

The Report includes a summary of the total remuneration paid to Board members for 2023 and relevant documentation, in accordance with article 112 of Law 4548/2018.

The Remuneration Report for the members of the Board of Directors for the 2023 financial year is available on the Company's website <https://www.idealholdings.gr/en/investor-relations/shareholders-briefing/general-meetings/>. In addition, the Company's auditors verify whether and to what extent the information required by law has been provided with the Remuneration Report. For this purpose, the relevant Audit Report of the auditing firm "GRANT THORNTON ANONYMI ETAIREIA ORKOTON ELEGKTON KAI SYMVOULON EPICHEIRISEON", which is available on the Company's website, is also submitted to the General Meeting.

9th ITEM: 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.

The Board of Directors proposes to the General Meeting the granting of a permission, in accordance with article 98 of Law no. 4548/2018, to the members of the Board of Directors of the Company in order to participate under any capacity in the Boards of Directors of other companies. It is noted that the Board of Directors of the Company has received the required disclosures from its members regarding their shareholding participation in other companies, based on the provisions of the Operating Regulation and Conflict of Interest Policy implemented by the Company and its subsidiaries, which do not have a conflict with the Company's interests. In any case, the members of the Board of Directors shall act responsibly and in accordance with the applicable provisions and regulations and shall disclose any conflict of interest to the other members of the Board of Directors in a timely and adequate manner and shall abstain from the relevant discussions and decisions of the Board of Directors.

10th ITEM: 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.

The Board of Directors proposes to the General Assembly the election of the société anonyme of chartered accountants under the name "GRANT THORNTON ANONYMI ETAIREIA ORKOTON ELEGKTON KAI SYMVOULON EPICHEIRISEON" for the audit of the Financial Statements for the financial year 01.01.2024-31.12.2024 and the issuance of the tax certificate, and the grant of authorization the Board of the Directors to determine their payment for fiscal year 2024.

11th ITEM: Election of Audit Committee in accordance with article 44 of Law 4449/2017



The Board of Directors recommends to the General Meeting to elect a new Audit Committee, in accordance with article 44 of Law 4449/2017, as amended by article 74 of Law 4706/2020 proposes:

A. The Audit Committee to be an independent (joint) committee, pursuant to Article 44 par. 1 (ab) of the L. 4449/2017, consisting of three (3) members, of which one (1) member of the Board of Directors of the Company, who will be an independent non-executive member, in accordance with the provisions of article 9 par. 1 and 2 of the Law. 4706/2020 and two (2) members shall be third parties and independent of the Company, similarly in accordance with the provisions of article 9 par. 1 and 2 of Law no. 4706/2020.

B. To authorize the Board of Directors of the Company to elect among its members the independent non-executive member, who meets the requirements of article 44 par. 1 of the L. 4449/2017, including those of article 9 par. 1 and 2 of L. 4706/2020 to the Audit Committee,

C. That the term of office of the Audit Committee shall be three years from the date of its election by the General Meeting, i.e. until 05.06.2027, automatically extended until the expiry of the period within which the first Ordinary General Meeting of the Company must be convened, which follows the expiry of the term of office of the Committee and within which the first Ordinary General Meeting of the Company must be convened, which follows the expiry of the term of office of the Committee, and

D. The election of the following two (2) third-party natural persons, independent of the Company, pursuant to article 9 par. 1 and 2 of the law. 4706/2020, for whom, as will be set forth below, the Board of Directors has determined, in accordance with its resolution of 14.05.2024, that the requirements for their election as members of the Audit Committee have been met, pursuant to article 44 par. 1 of L. 44.1. 4449/2017 and the aforementioned provisions with respect to the independence, as follows:

1. Panagiotis Vroustouris

Mr Panagiotis Vroustouris has sufficient knowledge in the areas in which the Company, as a holding company through its subsidiaries, operates, as the Company itself does not engage in any commercial activity beyond the management of its subsidiaries, as well as in accounting and auditing. In particular, Mr. Vroustouris studied Economics at the Athens School of Economics and Commerce and is a Member of the Institute of Certified Public Accountants since 1984 and holds the title of Certified Public Accountant - Auditor since 1994 with the registration number SOEL 12921. He is President and CEO of the société anonyme of chartered accountants under the name "MPI HELLAS S.A." and a regular auditor of public interest entities and insurance companies. He is a consultant on International Financial Reporting Standards (IFRS) issues to public companies as well as a lecturer-trainer of the members of the Institute of Certified Public Accountants - Auditors. During his professional and scientific activities, he has been a member of the Accounting Regulatory Committee (ARC) in the European Union, which approves or rejects the application by the European Union of IFRS - IAS developed and issued by the IASB (International Accounting Standards Board) from 2001 to 2007, Member of the Accounting Standards Board (ASB), a body under the Accounting Standards and Audit Committee, supervised by the Minister of Economy and Finance, with the task of issuing Opinions on Accounting Matters from 2004 to 2016, (appointed by the Minister of Economy and Finance and the Board of Directors of ELTE), member of the Supervisory Board of the Institute of Certified Public Accountants (elected by the General Assembly of Members), during the period 2005-2008, rapporteur and member of committees of the Ministry of Development and the Ministry of Economy and Finance on bills for the adaptation of Greek Law to European Union Law, member of the committee of the Ministry of Finance for the preparation of the necessary adjustments for the implementation of the provisions concerning with



the new Greek Accounting Standards, appointed by decision of the Secretary General of Revenue in September 2014 and to numerous other Committees.

The Board of Directors has determined, as resulting from its decision of 14.05.2024, that he fulfils the requirements for election to the Company's Audit Committee in accordance with article 44 par. 1 of the Law. 4706/2020, as he has sufficient experience and knowledge in auditing and accounting, and in the areas where the Company operates through its subsidiaries, to fulfil his responsibilities as a member of the Audit Committee. In the context of the resolution dated 14.05.2021, the Board of Directors also considered that Mr. Vroustouris, despite his other professional duties, will be able to allocate sufficient time to perform his duties on the Audit Committee.

2. Ioannis Theodorou

Mr. Ioannis Theodorou has sufficient knowledge in the sectors in which the Company operates, as a holding company through its subsidiaries, as the Company itself does not engage in any commercial activity beyond the management of its subsidiaries and in auditing. Mr. Theodorou is a graduate of the University of Westminster (United Kingdom) and holds a Master's degree (Msc International Banking and Finance) from Heriot Watt University, Edinburgh, specializing in International Banking and Finance. He has attended many seminars on Internal Audit and has presented in seminars on the same topic. He holds the certification of Certified Internal Controls Auditor (CICA) with certification number 22079297 from the Institute for Internal Controls and is registered in the Register of Internal Auditors with license number 000021 of the Hellenic Economic Chamber of Greece. He was a Trainee Chartered Accountant with Grant Thornton from February 2002 to August 2005. He has extensive experience as an Internal Auditor, member or Chairman of Audit, Nomination and Remuneration Committees in various private sector companies. Indicatively, he has served as Head of the Internal Audit Unit of Netmed SA (2005-2007), Director of the Internal Audit Unit of EVEREST Group (2007-2013), Internal Auditor of Prime Petroleum Ltd (2014-2016), Director of the Internal Audit Unit of T. Head of the Internal Audit Unit of T.E.A.Y.F.E. (2016-2017), Head of the Internal Audit and Risk Management Unit of SSB Holdings Group (2017-2018). Since October 2018 until today he is Internal Auditor of Austria Card Holdings with the responsibility of conducting and supervising the entire audit process in the group companies, the documentation of the process and the preparation of the audit findings report.

The Board of Directors has determined, as a result of its decision of 14.05.2024, that he fulfils the requirements for election to the Company's Audit Committee in accordance with article 44 par. 1 of the Law. 4706/2020, as he has sufficient experience and knowledge in auditing and in the sectors in which the Company operates through its subsidiaries, to fulfil his responsibilities as an Audit Committee member. In the context of the aforementioned resolution dated 14.05.2024, the Board of Directors also considered that Mr. Theodorou, despite his other professional responsibilities, will be able to allocate sufficient time to perform his duties in the Audit Committee.