



**Draft resolutions on items on the agenda of the Extraordinary  
General Meeting of "IDEAL HOLDINGS S.A."  
on 19.09.2024**

**[in accordance with the  
article 123, par. 4, of Law 4548/2018]**

**AGENDA ITEMS**

- 1. Increase of the Company's share capital by capitalizing of € 81.606.665,70 of the "Share Premium Account" and simultaneously increase of the nominal value of the Company's shares, and corresponding amendment of par. 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 first (1st) item of the Agenda, the Shareholders present, representing [•] shares of the Company out of a total of [•] shares, decided by a majority ([•] %), the increase of the share capital by capitalizing the amount of € 81,606,665.70 from the "Share Premium Account" and a simultaneous increase of the nominal value of the share, as well as a corresponding amendment of the paragraph 1 of Article 5 of the Articles of Association, as proposed for approval.

In particular, the amendment of Article 5 "SHARE CAPITAL" of the Company's Articles of Association was approved and more specifically the amendment of paragraph 1 by adding a new paragraph (k) at the end of the Article, as follows:

*«1. The share capital of the Company amounts to one hundred million eight hundred and eight thousand two hundred and thirty-four euros and ten cents (€ 100.808.234,10) and is divided into forty-eight million three thousand nine hundred and twenty-one (48.003.921) common nominal shares with voting rights, with a nominal value of € 2.10 each. The share capital has been paid up as follows:*

*[...]*

*"(k) By the decision of the Extraordinary General Meeting of Shareholders dated 19.09.2024, it was resolved that Company's share capital be increased by the amount of eighty-one million six hundred and six thousand six hundred and sixty-five euros and seventy cents (€ 81.606.665,70) through capitalization of this amount from the "Share Premium Account" and simultaneous increase of the nominal value of the share from € 0.40 to € 2.10.*

*Thus, the total share capital of the Company, after the above increase, amounts to one hundred million eight hundred and eight thousand two hundred and thirty-four euros and ten cents (€100.808.234,10) and is divided into forty-eight million three thousand nine hundred and twenty-one (48,003,921) common nominal shares with voting rights, with a nominal value of €2.10 each."*

## **2. Amendment of paragraph 2 of Article 6 of the Company's Articles of Association**

**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 second (2nd) item of the Agenda, the Shareholders present, representing [•] shares of the Company out of a total of [•] shares, approved by a majority ([•] %), the amendment of paragraph. 2 of Article 6 of the Company's Articles of Association, as follows:

«[...]

*2. Ordinary share capital increase: With the exception of paragraph 1 of Article 6 of the Articles of Association, the General Meeting of the Company shall decide on the increase of the share capital of the Company in accordance with the provisions on quorum and majority of Article 130 par. 3 and 4 and 132 par. 2 of Law 4548/2018.*

[...]».

## **3. Authorization to the Board of Directors to increase the share capital of the Company, in accordance with articles 24 par. 1 and 27 par. 4 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 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 authorization to the Board of Directors (a) to decide, in accordance with the provisions of Article 24 par. 1 of Law 4548/2018 and in accordance with the quorum and majority of its members provided for by the Law, the increase of the Company's share capital, up to the maximum limit provided for in article 24 paragraph 1(b) of the aforementioned Law, by issuing new shares (the "Increase"), (b) to determine by its relevant decision, the specific terms and the time schedule of the Increase, in accordance with the applicable provisions of Law 4548/2018, including, but not limited to, the amount of the Increase and the subscription period, the option for partial subscription, the structure of the Increase, the type, number, nominal value and issue price of the new shares to be issued, the possibility of limiting or excluding the pre-emptive right

of existing shareholders, in accordance with the provisions of article 27 par. 4 of the Law. 4548/2018, the allocation of the new shares, such as offering to strategic investors, conducting a public offering and/or private placement in Greece and/or abroad, the categories of investors eligible to participate, the method and any allocation criteria among different categories of investors in Greece and/or abroad, including the authority to establish a mechanism for the preferential allocation of new shares, and the execution of necessary contracts or agreements with foreign and/or domestic intermediaries, organizers, coordinators, or managing banks, and/or investment services companies, and; and (c) in general, to take any necessary, required or appropriate act, action and transaction for the implementation of the Offering, including the relevant amendment of the Articles of Association of the Company and the admission of the new shares to trading on the Athens Exchange, and (d) to authorize one or more of the members of the Board of Directors or other officers of the Company, acting either jointly or separately, to take any decision or take any other action in relation to any of the above. The Board of Directors may exercise the above authority either in a single instance or in stages.

The above authorization shall be valid for two (2) years.

**4. Revision of the existing Remuneration Policy, in accordance with articles 110 and 111 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 fourth (4th) item of the Agenda, the Shareholders present, representing [•] shares of the Company out of a total of [•] shares, approved by a majority ([•] %), the draft of the revised Remuneration Policy, in accordance with the relevant proposal of the Board of Directors.