



DRAFT RESOLUTIONS – BOARD of DIRECTORS COMMENTS
ON THE ITEMS OF THE AGENDA OF THE
ANNUAL GENERAL MEETING AS OF 11.7.2023

ITEM 1:

Submission and approval of the Annual Financial Statements of the Company for the financial year 2022, along with the relevant reports 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 2022, 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.

The Board of Directors proposes the approval of Financial Statements 2022 and the related Board of Directors report and the independent Auditor's report, as released on 20/4/2022.

ITEM 2:

Distribution of profits of the financial year 2022.

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 to the Annual General Meeting of Shareholders the approval of the overall management during the financial year 2022 and the release of Statutory Auditors for the audit for the financial year 2022.

ITEM 5:

Election of regular and alternate Statutory Auditors for the audit of the financial statements of the Company for the financial year 2023, as well as 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 € 52,900 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 € 52,900 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 financial year 2022 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 financial year 2023.

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 € 23,258, other benefits € 22,336 and benefits in kind € 12,885, during the year 2022, 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 € 480,000 that are proposed to come from the distribution of profits for the year 2022.

The Board of Directors proposes to the Annual General Meeting on the one hand the approval of the remuneration of the members of the Board of Directors for the year 2022 and on the other hand the pre-approval of the remuneration of the members of the Board of Directors for the year 2023 as above.

ITEM 7:

Submission for discussion and voting of the Remuneration Report of the members of the Board of Directors for the financial year 2022, 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 2022, 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/.

The Board of Directors proposes to the Annual General Meeting the voting of the Remuneration Report of the members of the Board of Directors for the year 2022, according to article 112 par. 3 of Law 4548/2018.

ITEM 8:

Submission of report of the Independent Non-Executive Members of the Board of Directors according to article 9 paragraph 5 of 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 report of the Independent Non-Executive Members of the Board of Directors, which includes a complete report on the observance of their obligations for the financial year 2022, in accordance with the more specific provisions of article 7 of law 4706/2020 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/.

The Board of Directors proposes to the Annual General Meeting the voting of the report of the Independent Non-Executive Members of the Board of Directors for financial year 2022.

ITEM 9: Amendment of the Company's Eligibility Policy, in accordance with art. 3 par. 3 of the 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 Board of Directors, based on a relevant recommendation of the Remuneration & Nominations Committee, has approved the modification of the Suitability Policy of the members of the Board of Directors, including criteria for understanding and managing issues related to the environment, social responsibility and governance (ESG), as well as objectives representation by gender. The amended Eligibility Policy is available on the corporate website www.krikri.gr/corporate-governance/.

The Board of Directors proposes to the General Assembly the approval of the modified Eligibility Policy of the members of the Company's Board of Directors, in accordance with art. 3 of the law 4706/2020.

ITEM 10:

Approval of the establishment of a special reserve fund to cover part of the Company's own participation for state subsidized investment projects under Development Law 4399/2016.

Authorization to the BoD.

Required quorum: 1/2 (50%) of company's paid up capital

Required majority: 2/3 (66.66%) of the votes represented at the General Meeting

On investment projects which are eligible for state subsidy under Law 4399/2016, the terms of the own participation may be fulfilled by the creation of a special reserve, which will come from the Company's taxed profits and will not be able to be distributed before the expiry seven years from the completion and start of productive operation of the investment. It is proposed to provide the Board of Directors with the relevant authorization so that, if required, it can proceed with the creation of the above special reserve.

The Board of Directors proposes to the Annual General Meeting the approval of the creation of a special reserve to cover part of the same participation in the Company's investment projects which are eligible for state subsidy under Law 4399/2016.