

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING 2018  
(TAKING PLACE ON 10 SEPTEMBER 2019 FOLLOWING A POSTPONEMENT)  
AND RELEVANT COMMENTS - PROPOSALS OF THE BOARD OF DIRECTORS**

**First Item: Approval of the annual corporate and consolidated financial statements for the financial year of 1.1.2017 - 31.12.2017, as same were restated.**

As regards the first item of the agenda, the General Meeting, taking into account the Annual Financial Report of the fiscal year 2017, as same was formulated after the restatement of the corporate and consolidated financial statements of said fiscal year, following a special voting procedure, approved with ..... votes of a total of ..... votes present (shareholders representing ..... votes voted against and shareholders representing ..... votes abstained) the Annual Financial Report and the restated annual corporate and consolidated financial statements of the fiscal year 2017 along with the relevant statements and reports of the Board of Directors and the Auditors.

*Comment by the Board of Directors: The Company's Board of Directors proposes to the Shareholders to approve the annual corporate and consolidated financial statements of the fiscal year 1.1.2017 - 31.12.2017, as same were recently restated, as well as the relevant statements and reports included in the Annual Financial Report. The approval of the financial statements comprises the first – crucial – step in its rehabilitation process as prescribed in the relevant provisions of the Greek Bankruptcy Code. The Board of Directors refers to its Annual Report to the Ordinary General Meeting (see in detail the respective information and comments in pages 5, 7, 8 and 10 - 15) and – for the reasons mentioned therein – the Board of Directors proposes to the General Meeting not to approve the overall administration of the Company during the fiscal year 2017 and not to discharge the members of the Board of Directors (as composed at that time) from the relevant liabilities.*

**Second Item: Approval of the Company's overall administration during the fiscal year 1.1.2017 - 31.12.2017 and discharge of the members of the Board of Directors from any liability for the administration of the Company.**

As regards the second item of the agenda, the General Meeting, following a special voting process, did not approve with ..... votes of a total of ..... votes present (shareholders representing ..... votes voted in favor and shareholders representing ..... votes abstained) the Company's overall administration during the fiscal year 2017 and the discharge of the members of the Board of Directors from any relevant liability.

**Third Item: Resolution on the discharge of the members of the Board of Directors and the Chartered Accountant - Auditor from any liability relating to the drafting and the special audit of the restated annual corporate and consolidated financial statements for the fiscal year 1.1.2017 - 31.12.2017.**

As regards the third item of the agenda, the General Meeting, following a special voting process, approved with ..... votes of a total of ..... votes present (shareholders representing ..... votes voted against and shareholders representing ..... votes abstained) the discharge

of the members of the (current) Board of Directors and the Chartered Accountant - Auditor from any liability relating to the drafting and the special audit of the restated annual corporate and consolidated financial statements for the fiscal year 1.1.2017 - 31.12.2017.

**Fourth Item: Election of the regular and the substitute Chartered Accountant - Auditor for the fiscal year 2018 and determination of their remuneration for such fiscal year.**

*Comment by the Board of Directors: The Company's Board of Directors will propose to the Shareholders during the General Meeting the election of the regular and the substitute Chartered Accountant - Auditor of the annual corporate and consolidated financial statements for the fiscal year 2018, who shall belong to one of the eight major auditing firms internationally.*

**Fifth Item: Approval of all kinds of remuneration and compensation of the members of the Board of Directors paid during the fiscal year 2017 and pre-approval of all kinds of remuneration and compensation for the fiscal year 2018.**

As regards the fifth item of the agenda, the General Meeting, following a special voting process, approved with ..... votes of a total of ..... votes present (shareholders representing ..... votes voted against and shareholders representing ..... votes abstained) the remunerations and compensations, amounting to 1.271.091,35 EUR, paid during the fiscal year 2017 to members of the Board of Directors and approved in advance the remunerations and compensations for the fiscal year 2018 up to the amount of 1.249.634,84 EUR.

**Sixth Item: Announcement of the election of new Board members in replacement of resigned members – Appointment of independent members of the Company's Board of Directors.**

As regards the sixth item of the agenda, the Company's Board of Directors announces to the Shareholders that:

(a) by virtue of the resolution of the Company's Board of Directors dated 27.12.2018 Mr. **Avraam Gounaris, son of Konstantinos**, was elected as a non-executive member and President of the Company's Board of Directors, replacing Mr. Nikolaos Kanellopoulos, son of Alexandros, who resigned;

(b) by virtue of the resolution of the Company's Board of Directors dated 25.1.2019, Mr. **Anastasios Frangou, son of Athanasios**, was elected as an executive member of the Board of Directors and Chief Executive Officer of the Company, replacing Mr. Narkisos Georgiadis, son of Vasilios, who resigned;

(c) by virtue of the resolution of the Company's Board of Directors dated 19.3.2019, Messrs. **Charalambos Kyrkos, son of Margaritis**, and **Byron Ballis, son of Nikolaos**, were elected as independent non-executive members of the Company's Board of Directors, replacing Messrs. Ilias Pentazos, son of Panagiotis, and Panagiotis Alexakis, son of Dimitrios, who resigned; and

(d) by virtue of the resolution of the Company's Board of Directors dated 20.6.2019, the following members were elected to the Company's Board of Directors: 1) Mr. **Nikolaos**

**Kanellopoulos, son of Alexandros**, as a non-executive member, replacing Mr. Andreas Koutoupis, son of George, who resigned, 2) Mr. **George Samios, son of Anastasios**, as an executive member and Chief Executive Officer of the Company, replacing Mr. Anastasios Frangou, son of Athanasios, who resigned, 3) Mr. **Nikolaos Faldamis, son of Orestis**, as an independent non-executive member, replacing Mr. Byron Ballis, son of Nikolaos, who resigned, and 4) Mr. **Andreas Koutoupis, son of George**, as an independent non-executive member, replacing Mr. Charalampos Kyrkos, son of Margaritis, who resigned.

The General Meeting, following a special voting process, approved with ..... votes of a total of ..... votes present (shareholders representing ..... votes voted against and shareholders representing ..... votes abstained) the appointment of Messrs. **Konstantinos Angelopoulos**, son of George, **Andreas Koutoupis**, son of George, **George Kyriakos**, son of Konstantinos, **Konstantinos Kefalogiannis**, son of Patroklos - George, **Periklis Dontas**, son of Nikolaos, and **Nikolaos Faldamis**, son of Orestis, as independent members of the Board of Directors.

**Seventh Item: Election of the members of the Audit Committee pursuant to article 44 of L. 4449/2017.**

As regards the seventh items of the agenda, the General Meeting, following a special voting process, with ..... votes of a total of ..... votes present (shareholders representing ..... votes voted against and shareholders representing ..... votes abstained) elected the following members of the Company's Audit Committee:

1. **Andreas Koutoupis**, son of George;
2. **Avraam Gounaris**, son of Konstantinos; and
3. **Nikolaos Faldamis**, son of Orestis.

**Eighth Item: Approval of the granting of guarantees, loans and liquidity facilities (including the participation in share capital increases) in favor and to companies affiliated (as per article 32 of L. 4308/2014) with the Company, in accordance with article 23A of C.L. 2190/1920, as in force until 31.12.2018.**

As regards the eighth item of the agenda, the General Meeting, following a special voting process, approved with ..... votes of a total of ..... votes present (shareholders representing ..... votes voted against and shareholders representing ..... votes abstained) the granting of guarantees, loans and liquidity facilities (including the participation in share capital increases) in favor and to companies affiliated – as per article 32 of L. 4308/2014 – with the Company.

**Ninth Item: Amendment of paras. 1 and 4 of article 9 of the Company's Articles of Association**

As regards the tenth item of the agenda, the General Meeting, following a special voting process, approved with ..... votes of a total of ..... votes present (shareholders representing ..... votes voted against and shareholders representing ..... votes abstained), the amendment of paragraph 4 of article 9 of the Company's Articles of Association as follows:

«Article 9

Election and composition of the BoD

1. The board of directors has seven (7) up to eleven (11) members and is elected by the shareholders' general meeting with an absolute majority for a five-year term, extending until the expiration of the deadline, within which the immediately following ordinary general meeting must be convened and until the making of the relevant decision. In any case, the term of the BoD may not exceed six (6) years.

[...]

4. In case of resignation, or death, or otherwise loss of capacity of any member or members of the board of directors, the remaining members, provided they are at least three (3), may resolve to elect Board members in replacement of the missing members for the rest of the term of the member being replaced. The resolution for the election is published and is announced by the Board of Directors in the immediately following General Meeting, which may replace the elected persons, even if no such item has been included in the agenda. The remaining members may, however, continue the administration and representation of the company without replacing the missing members as per above, provided that their number exceeds half of the number of the members, as it was prior to the occurrence of said events (i.e. the resignation, death, or otherwise loss of capacity of a member or members). In any case, these members may not be less than seven (7). In any event, the remaining members of the board, regardless of their number, may convene the general meeting solely for electing a new board of directors.

[...]»

**Tenth Item: Various announcements, approvals and decisions.**

*This item includes topics and announcements for discussion in the General Meeting, which do not require voting.*