

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING 2019 OF THE SHAREHOLDERS
OF “FOLLI-FOLLIE COMMERCIAL MANUFACTURING AND TECHNICAL SOCIÉTÉ ANONYME”
(TAKING PLACE ON 10 SEPTEMBER 2020 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 1.1.2018 - 31.12.2018.

As regards the first item of the agenda, the General Meeting, taking into account the Annual Financial Report of the fiscal year 2018, 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 2018 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 1.1.2018 - 31.12.2018, as well as the relevant statements and reports included in the Annual Financial Report. The Board of Directors refers to its comments included in the Annual Report to the Ordinary General Meeting.

Second Item: Approval of the Company’s overall administration during the fiscal year 1.1.2018 - 31.12.2018 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 2018 and the discharge of the members of the Board of Directors from any relevant liability.

Comment by the Board of Directors: The Company’s Board of Directors, taking into consideration the facts mentioned in the published Annual Financial Report of the fiscal year 2018 and, especially, the facts included in the Annual Report of the Board of Directors, the pending claims against the Company’s former executives, as well as the ongoing judicial investigations and the ongoing extraordinary management audit by PricewaterhouseCoopers SA, proposes the non-approval of the Company’s overall administration the non-discharge of the members of the Board of Directors from any liability for the administration of the Company.

Third Item: Resolution on 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 1.1.2018 - 31.12.2018.

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 ordinary audit of the annual corporate and consolidated financial statements for the fiscal year 1.1.2018 - 31.12.2018.

Fourth Item: Election of the regular and the substitute Chartered Accountant - Auditor for the fiscal year 2019 and determination of their remuneration for such fiscal year.

As regards the third item of the agenda, the General Meeting, following a special voting process, elected with votes of a total of votes present (shareholders representing votes voted against and shareholders representing votes abstained) the audit firm “PricewaterhouseCoopers Audit Company” (AMSOEL 113), appointing Messrs. Dimitrios Sourbis, son of Andreas, (AMSOEL 16891) and Konstantinos Michalatos, son of Ioannis, (AMSOEL 17701), as regular and substitute Chartered Accountant - Auditor respectively for the fiscal year 2018 and determined their fee to the amount of 600,000.00 Euros.

Fifth Item: Approval of all kinds of remuneration and compensation of the members of the Board of Directors paid during the fiscal year 2018.

As regards the fifth 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 against and shareholders representing votes abstained) the remunerations and compensations, amounting to 1.271.091,35 EUR, paid during the fiscal year 2018 to members of the Board of Directors.

Comment by the Board of Directors: The Company’s Board of Directors, taking into consideration the facts mentioned in the published Annual Financial Report of the fiscal year 2018 and, especially, the facts included in the Annual Report of the Board of Directors, the pending claims against the Company’s former executives, as well as the ongoing judicial investigations and the ongoing extraordinary management audit by PricewaterhouseCoopers SA, proposes the non-approval of all kinds of remuneration and compensation of the members of the Board of Directors paid during the fiscal year 2018.

Following the audit of the annual and the consolidated financial statements of the fiscal year 2019 and the publishing of the Annual Financial Report for said year, the Board of Directors will submit to the Ordinary General Meeting of the Company’s shareholders a draft Remunerations Policy, which will take into consideration the audited financial information for the immediately preceding financial year and which will be reviewed by the Shareholders with adequate information.

Sixth Item: Announcement of the appointment of a provisional management and the election of a new Board member in replacement of a resigned member - Appointment of independent members of the Company’s Board of Directors (pursuant to article 5 para. 2 of Law 4706/2020).

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

(a) By virtue of the provisional order of the Presiding Judge of the Athens Court of First Instance, dated 19.2.2020, following the relevant petition of the Hellenic Capital Market Commission, dated 14.2.2020, a provisional management of the Company was appointed, comprising from the below members of the Board of Directors, in order to manage the Company’s urgent matters and to proceed with the necessary administrative actions for the Company’s normal operation, including the required actions for the successful restructuring of the Company. The appointed members were organized on 20.2.2020 as follows:

1. GEORGE IOANNIDIS - Chairman, Non-Executive Member
2. DIMITRIOS VALACHIS - Vice Chairman, Non-Executive Member
3. GEORGE SAMIOS - Chief Executive Officer, Executive Member

4. HAOLEI ZHANG - Non-Executive Member
5. MICHAEL MADIANOS - Non-Executive Member
6. VASILIOS PARLAVANTZAS - Non-Executive Member
7. PERICLES DONTAS - Non-Executive Member
8. ILIAS PENTAZOS - Non-Executive Member
9. GEORGIOS SIGANIDIS - Non-Executive Member
10. GEORGIOS MOMFERRATOS - Non-Executive Member
11. STYLIANOS FRANGOS - Non-Executive Member

(b) on 10.3.2020, the appointed members, Messrs. Michail Madianos, Vasilios Parlavantzias and Stylianos Frangos, resigned from their position in the Company's Board of Directors.

(c) on 9.4.2020, the appointed member, Mr. Dimitrios Valachis, resigned from his position in the Company's Board of Directors and the Board of Directors elected **Mr. Panagiotis Alexakis, son of Dimitrios**, as a new Board member.

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. **Panagiotis Alexakis**, son of Dimitrios, **Periklis Dontas**, son of Nikolaos, **Georgios Ioannidis**, son of Ioannis, **George Momferratos**, son of Nikolaos, **Ilias Pentazos**, son of Panagiotis, and **Georgios Siganidis**, son of Konstantinos, as independent members of the Board of Directors.

Seventh Item: Determination of the Audit Committee as a committee of the Company's Board of Directors, determination of the term and the status of the members (pursuant to article 44 para. 1 sent. b' of Law 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) determined that the Company's Audit Committee shall be a committee of the Board of Directors pursuant to article 44 para. 1 sent. a' of Law 4449/2017, comprising from 3 to 5 non-executive - and in their majority independent - members of the Board of Directors, with a term expiring at the same time as the termination of the term of the Company's provisional management.

Comment by the Board of Directors: The Company's Board of Directors, taking into consideration the provisional order dated 19.2.2020 issued by the Presiding Judge of the Athens Court of First Instance, proposes the preservation of the Audit Committee as a committee of the Board of Directors, comprising from judicially appointed members and a term depending on the terms of the provisional management.

Eighth Item: Presentation of the activities report by the Company's Audit Committee (pursuant to article 44 §1 sent' θ of Law 4449/2017).

The Company's Audit Committee will provide the presentation of the activities report to the Shareholders, pursuant to the legal provisions.

Tenth Item: Various announcements and briefings.

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