

**Draft decisions on the issues of the agenda of Annual General Meeting of Shareholders of the Company**

« FOLLI FOLLIE S.A. COMMERCIAL INDUSTRIAL AND TECHNICAL COMPANY under the trade name "FOLLI FOLLIE GROUP" »

**On June 14<sup>th</sup> 2013**

**Issue 1<sup>st</sup>**

Submission and approval of the annual consolidated and Company's financial statements following the recital of the management report of the board of directors and of the audit certificate by the Company's statutory auditor-accountant for the fiscal year 2012.

**Draft decision**

The Chairman of the General Meeting notes that the Annual Financial Statements have been published legally and the Annual Report distributed with the proceedings and the Directors' Report to all shareholders who attend and participate in the General Assembly, and gave the floor to the member of the Board Mr ... .. who by the Board presents the Annual Financial Statements, the Directors' Report and indicates that the size of turnover of the company grow from year to year.

After the presentation by the Auditor Mr Varthalitis., Independent Auditor's Report the President asked if there are any comments or questions from shareholders and the Vice President and Auditor answer questions on shareholders.

Subsequently, the General Assembly, after a lawful vote, approved by a vote ... .. to ... .. This, and ... .. abstention, the annual financial statements (ie The comprehensive Income statement, Statement of financial position, Statement of changes in Equity and Cash Flow Statement) for the period 2012 (1/1/2012-31/12/2012) without any modification.

**Issue 2<sup>nd</sup>**

Approval for the appropriation of the net profits after taxes for the fiscal year 2012 and approval for not distribution of dividend to the shareholders.

**Draft decision:**

The Deputy Managing Director & General Manager of the Company shall submit for approval the Panel disposal results for the fiscal year 1.1.2012 - 31.12.2012,

The General Assembly approves ... .. with a ... ..% of the share capital at the disposal of the above table results using 1.1.2011 - 31.12.2011 and the failure to distribute any dividend to shareholders.

### **Issue 3<sup>rd</sup>**

Discharge of the members of the Company's board of directors and of the Company's statutory auditors from any liability for their activity during the fiscal year ended on 31.12.2012.

#### **Draft decision:**

After approving the annual financial statements for the General Assembly shareholders decide by majority (... .. Votes rate ... .. % Of the represented) the discharge of the Board and Chartered Accountant - Auditor from any liability for compensation for the fiscal year 1.1.2012 - 31.12.2012.

### **Issue 4<sup>th</sup>**

Election of one ordinary and of one substitute Chartered Auditor-Accountant for the year 2013

#### **Draft decision:**

At the proposal of Deputy Managing Director & General Manager of the Company, the General Assembly decides by majority (... .. votes out of ... .. %, rate ... .. % of the represented) the election of Mr. .... as ordinary auditor and ..... as a Substitute Certified Auditor, both members of the auditing company «Baker Tilly Hellas SA".

### **Issue 5<sup>th</sup>**

Approval of remuneration or compensation for the members of the Board of Directors paid during 2012 and pre-approval of remuneration and compensation for the fiscal year 2013.

#### **Draft decision:**

Following a proposal by the Deputy Managing Director & General Manager of the Company, the General Assembly adopted by majority ... .. (a% of the represented) the fees paid and all sorts of allowances to the Chairman and Board members during the fiscal year 1.1.2012 - 31.12.2012 as follows :

For 2012, the AGM will ask the shareholders to approve remuneration of €.....

The General Assembly decides by majority (... .. votes out of ... .. %, rate ... .. % of the represented) the annual remuneration for the period 1.1.2013 - 31.12.2013.

### **Issue 6<sup>th</sup>**

Approval for authorization to the Board of Directors, according to article 23a of Law 2190/1920, for the granting of guarantees and cash facility and the realization of share capital increase of the affiliated companies, according to par. 5 of article 42e of Law 2190/1920.

**Draft decision:**

The Deputy Managing Director & General Manager of the Company's reports to the General Assembly that it should be licensed for the granting of guarantees and cash facilities and the realization of share capital increase of the affiliated companies, according to par. 5 of article 42e of Law 2190/1920.

The General Assembly decides by majority (... .. votes out of ... .., rate ... ..% of the represented) the abovesaid issue.

**Issue 7<sup>th</sup>**

Amendment of article 9 of the Articles of Association under the title "Election and composition of the Board of Directors", while also Article 17 of the Articles of Association of the Company under the title "Invitation-Agenda of the General Meeting of Shareholders"

**Draft decision:**

The Deputy Managing Director & General Manager of the Company's reports to the General Assembly that it the articles of 9 and 17 shall change.

The General Assembly decides by majority (... .. votes out of ... .., rate ... ..% of the represented) the abovesaid issue.

**Issue 8<sup>th</sup>**

Approval of a share back scheme

**Draft decision:**

The Deputy Managing Director & General Manager of the Company's reports to the General Assembly that the company shall buy back shares within the range of 4-25 euro.

The General Assembly decides by majority (... .. votes out of ... .., rate ... ..% of the represented) the abovesaid issue.

**Issue 9<sup>th</sup>**

Various announcements, approvals and decisions.

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