



Drafts of the proposed resolutions for the items on the Agenda of the Ordinary General Meeting of Shareholders on July 2nd, 2021 of the Societe Anonyme “E.PAIRIS S.A”
Registration Number 121724607000

Item One: Submission and approval of the Annual Financial Statements and the Consolidated Annual Financial Statements for the financial year from 01.01.2020 to 31.12.2020, along with the Management's and Statutory Auditor's Report, as well as the Corporate Governance Statement.

Required Quorum: 1/5 (20%) of the paid-up share capital of the Company
Required Majority: 50%+1 of the voting rights represented at the General Meeting

It is proposed that the General Meeting approves the Annual Financial Statements and Consolidated Annual Financial Statements for the financial year from 01.01.2020 to 31.12.2020, the relevant reports of the Board of Directors and Certified Auditor and the Corporate Governance statement.

The Annual Financial Report for the financial year 2020, which includes the Annual and Consolidated Financial Statements and the relevant reports of the Board of Directors, including the Corporate Governance Statement, in addition to the relevant statements of the Auditors is available at the company's website www.pairis.gr.

Item Two: Approval of the distribution of the year-end results for the financial year from 01.01.2020 to 31.12.2020

Required Quorum: 1/5 (20%) of the paid-up share capital of the Company
Required Majority: 50%+1 of the voting rights represented at the General Meeting

It will be proposed that dividends will not be distributed to the shareholders, because there are no distributional net profits.

Item Three: Submission of the Annual Audit Committee Report, according to article 44 par. 1 of Law 4449/2017.

Required Quorum: 1/5 (20%) of the paid-up share capital of the Company
Required Majority: 50%+1 of the voting rights represented at the General Meeting

In view of the new provision of art. 44 par.1 (i) of Law 4449/2017, as amended by art. 74 par. 4 of Law 4706/2020, the Annual Audit Committee Report for the financial year from



01.01.2020 to 31.12.2020 of the Audit Committee is submitted before the Ordinary General Meeting of the company in order to be discussed.

The Annual Audit Committee Report is available at the Company's website www.pairis.gr.

Item Four: Approval of the overall management of the Board of Directors for the financial year from 01.01.2020 to 31.12.2020, according to article 108 of Law 4548/2018 and Discharge of the Certified Auditors-Accountants from the audit for the financial year from 01.01.2020 to 31.12.2020 according to par.1(g) of Article 117 of Law 4548/2018.

Required Quorum: 1/5 (20%) of the paid-up share capital of the Company

Required Majority: 50%+1 of the voting rights represented at the General Meeting

It is proposed that the General Meeting approves the overall management that took place during the financial year 2020, as well as the release of the Certified Auditors from any responsibility for compensation arising from the audit for the aforementioned financial year.

Item Five: Election of an Auditing Firm as Regular Certified Certified Auditor - Accountant (Regular and Alternate) for the ordinary and tax compliance audit for the current financial year 2021 (01.01.2021-31.12.2021) and determination of its remuneration.

Required Quorum: 1/5 (20%) of the paid-up share capital of the Company

Required Majority: 50%+1 of the voting rights represented at the General Meeting

Following the relevant consultation of the Audit Committee of the Company it is proposed that the General Meeting appoints the Auditing Firm by the name of "BDO Certified Auditors SA" as Auditor for the audit for the current financial year from 01.01.2021 to 31.12.2021, and more specifically appoints as Regular Certified Auditor and as Alternate Certified Auditor, and offers as their remuneration.

It is noted that natural persons who act both as shareholders and as Members of the Board of Directors of the Company are able to participate to the voting of the General Meeting and they are counted for the necessary quorum and majority, as the majority of the independent non-executive members of the Board of Directors has stated that they agree with the assignment of the Audit to the proposed persons.

Item Six: Approval of the remuneration and compensation paid to the members of the Board of Directors of the Company for the services provided to the Company for the financial year 2020 (01.01.2020 - 31.12.2020) and pre-approval of the relevant remuneration and compensation for the current financial year 2021 (01.01.2021-31.12.2021), according to the Law and Remuneration Policy of the Company.

Required Quorum: 1/5 (20%) of the paid-up share capital of the Company



Required Majority: 50%+1 of the voting rights represented at the General Meeting

It is proposed that the General Meeting approves the gross remuneration paid to the members of the Board of Directors for the financial year 2020, for the services they offered to the Company, in their capacity as members of the Board, in accordance with the Law and Remuneration Policy of the Company, which is available at the Company's website www.pairis.gr. It is also proposed that the General Meeting pre-approves, according to the Law and the Remuneration Policy of the Company, the total maximum gross salaries which will be paid to the members of the Board of Directors for the services they are offering to the Company for the duration for the current financial year 2021, in their capacity as board members.

Item seven: Submission for discussion and voting of the Remuneration Report for the financial year 2020 (01.01.2020 - 31.12.2020) according to Article 112 of Law 4548/2018.

Required Quorum: 1/5 (20%) of the paid-up share capital of the Company

Required Majority: 50%+1 of the voting rights represented at the General Meeting

The report of the remuneration of the Members of the Board for the financial year 2020 is submitted for discussion and voting. The report includes a comprehensive overview of the total amount of remuneration paid to the members of the Board of Directors and senior executive members of the Company within the financial year 2020, according to the specific provisions of art. 112 of Law 4548/2018 and the Remuneration Policy of the Company.

The Remuneration Report of the Company is available at the company's website at www.pairis.gr

Item Eight: Amendment of the Remuneration Policy of the Company.

Required Quorum: 1/5 (20%) of the paid-up share capital of the Company

Required Majority: 50%+1 of the voting rights represented at the General Meeting

The Board of Directors proposes the approval of the amendment of the Remuneration Policy of the Company from the General Meeting in line with the provisions of Art. 110 and 111 par. 2 of Law 4548/2018

More specifically, it is proposed:

A. The introduction of a provision regarding the meaning of significant remuneration pursuant to Art. 9 par. 2 (a) of Law 4706/2020 for the independent non-executive members of the Board of Directors of the Company.

B. The adjustment of the role of the Remuneration and Nomination Committee of the Company, according to Law 4706/2020.



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C. A specific provision regarding the remuneration systems for both the executive and non-executive members of the Board of Directors, with regards to both fixed and variable remuneration in order to better adjust the Remuneration Policy to the legislative provisions and the market conditions.

The draft of the amended Remuneration Policy as well as the relevant proposal of the Board of Directors is available at the Company's website www.pairis.gr

Item Nine: Approval of the Eligibility Policy of the Members of the Board of Directors pursuant to par. 3 of art. 3 of Law 4706/2020.

Required Quorum: 1/5 (20%) of the paid-up share capital of the Company

Required Majority: 50%+1 of the voting rights represented at the General Meeting

It is proposed that the Eligibility Policy of the members of the Board of Directors, pursuant to par. 3 of art. 3 of Law 4706/2020, is submitted for approval to the General Meeting, as it has already been approved by the Board of Directors, following a relevant proposal by the Remuneration and Nomination Committee.

The draft of the amended Eligibility Policy of the Board of Directors is available at the Company's website www.pairis.gr

Item Ten: Election of new Board of Directors and appointment of its independent non-executive members.

Required Quorum: 1/5 (20%) of the paid-up share capital of the Company

Required Majority: 50%+1 of the voting rights represented at the General Meeting

It is proposed that the General Meeting elects a new six-member Board of Directors, with a four-year term, i.e. until 02.07.2025, which can be automatically extended until the expiration of the term, within which the next Ordinary General Meeting of 2025 and until the relevant decision is made.

The justification of the proposal of the Board of Directors to the General Meeting and the determination (a) of the criteria of personal and collective eligibility based on the Company Eligibility Policy, (b) of the fulfillment of the conditions of independence defined in article 9 of Law 4706/2020, according to article 18 par. 1 of Law 4706/2020, is posted on the Company's website here www.pairis.gr

Item Eleven: Election of new Audit Committee according to Article 44 of Law 4449/2017

Required Quorum: 1/5 (20%) of the paid-up share capital of the Company

Required Majority: 50%+1 of the voting rights represented at the General Meeting

It is proposed that the General Meeting elects a new Audit Committee, pursuant to Art. 44 of Law 4449/2017, which will be a three-member independent (joint) committee, consisting of one (1) third person and two (2) independent non-executive members of the Board of Directors.

The proposed term of the Audit Committee will be four years, i.e. until 02.07.2025, which can be automatically extended until the expiration of the deadline, during which the next Ordinary General Meeting of 2025 and until the relevant decision is made.

The justification of the proposal of the Board of Directors to the General Meeting regarding the eligibility and, where appropriate, the independence of the proposed members of the Audit Committee, is posted on the Company's website here www.pairis.gr

Item Twelve: Announcements and other issues.

There are no further announcements and other issues.