



**Drafts of the proposed resolutions for the items on the Agenda of the Ordinary General Meeting of Shareholders on June 19<sup>th</sup>, 2023 of the Société 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 fiscal year from 01.01.2022 to 31.12.2022, 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 fiscal year from 01.01.2022 to 31.12.2022, the relevant reports of the Board of Directors and Certified Auditor and the Corporate Governance statement.

The Annual Financial Report for the financial year 2022, 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](http://www.pairis.gr).

**Item Two: Approval of the distribution of the year-end results for the fiscal year from 01.01.2022 to 31.12.2022**

**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 for the fiscal year from 01.01.2022 to 31.12.2022, 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**

The Annual Audit Committee Report for the fiscal year from 01.01.2022 to 31.12.2022 will be submitted before the Ordinary General Meeting of the Company to be discussed. It is noted that the above report mainly states in detail the actions of the Audit Committee and the issues that were addressed during the fiscal year 2022.





The Annual Audit Committee Report is available at the Company's website [www.pairis.gr](http://www.pairis.gr) and is also included in the Annual Financial Report of the Company for the financial year 2022.

**Item Four: Approval of the overall management of the Board of Directors for the fiscal year from 01.01.2022 to 31.12.2022, according to article 108 of Law 4548/2018 and Discharge of the Certified Auditors-Accountants from the audit for the fiscal year from 01.01.2022 to 31.12.2022 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 fiscal year 2022, as well as the release of the Certified Auditors from any responsibility for compensation arising from the audit for the aforementioned fiscal year.

**Item Five: Election of an Auditing Firm as Regular Certified Auditor - Accountant (Regular and Alternate) for the ordinary and tax compliance audit for the current fiscal year 2023 (01.01.2023-31.12.2023) 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 proposal of the Audit Committee of the Company it is proposed that the General Meeting appoints the Auditing Firm by the name of «Grant Thornton ANONYMI ETAIREIA ORKOTON ELEGKTON KAI SYMVOULON EPICHEIRISEON» as Auditor for the audit for the current fiscal year from 01.01.2023 to 31.12.2023, 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 can 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 fiscal year 2022 (01.01.2022 - 31.12.2022) and pre-approval of the relevant remuneration and**





**compensation for the current fiscal year 2023 (01.01.2023-31.12.2023), 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 2022, 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](http://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 2023, in their capacity as board members.

**Item Seven: Submission for discussion and voting of the Remuneration Report for the fiscal year 2022 (01.01.2022 - 31.12.2022) 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 fiscal year 2022 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 fiscal year 2022, 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 for the fiscal year 2022 is available at the company's website at [www.pairis.gr](http://www.pairis.gr).

**Item Eight: Submission of the Report of the Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 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**

The Report of the Independent Non-Executive Members of the Board of Directors for the fiscal year 2022 will be submitted to the General Meeting.

The Report of the Independent Non-Executive Members of the Board of Directors is available on the Company's website here [www.pairis.gr](http://www.pairis.gr).





**Item Nine: Submission of the Company's Remuneration Policy for re-approval, in anticipation of the lapse of four (4) years from its initial approval, in accordance with Article 110, par. 2 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 Board of Directors submits to the General Meeting the existing Remuneration Policy of the Company, which was first adopted on 20/12/2019. Therefore, due to the lapse of almost four (4) years since the first adoption of the Remuneration Policy, it is resubmitted to the General Assembly to renew its approval. The Board of Directors, upon the proposal of the Company's Remuneration and Nominations Committee, taking into consideration the amendments to the Policy that have taken place in the meantime, in order to adapt it to the newer legal framework on corporate governance, recommends that the Policy should not be further revised and that it should be re-approved, as it stands, by the General Assembly.

The Company's current Remuneration Policy is posted on the Company's website here [www.pairis.gr](http://www.pairis.gr).

**Item Ten: Announcements and other issues.**

There are no further announcements and other issues.

