



**Drafts of the proposed resolutions for the items on the Agenda of the Extraordinary General Meeting of Shareholders on February 2<sup>nd</sup>, 2024 of the Société Anonyme “E. PAIRIS S.A”**  
**Registration Number 121724607000**

**Item One: Approval of the new Board of Directors**

**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 to the General Meeting to approve the new Board of Directors, which was constituted on 03/01/2024, following the resignation of Mr. Zografos, an Independent Non-Executive Member.

**Item Two: Reconstitution and approval of the Audit Committee**

**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 to the General Meeting, due to the change in the composition of the Board of Directors, to restructure the Audit Committee as a three-member independent (mixed) committee, in accordance with the provisions of Article 44 par. 1(ab) of Greek Law No. 4449/2017, consisting of one (1) third-party, independent of the Company, within the meaning of the provisions of Article 9 par. 1 and 2 of Greek Law No. 4706/2020, and two (2) non-executive members of the Board of Directors, one of whom meets the independence requirements of Article 9 par. 1 and 2 of Greek Law No 4706/2020, so that according to Article 44 par. 1(d) of Greek Law No 4449/2017, the majority of the Audit Committee members are independent.

Under the above framework, the approval of the new composition of the Audit Committee is proposed to the General Meeting, with a term until 02.07.2025, extendable automatically until the expiration date, within which the immediately following Ordinary General Meeting of the year 2025 must convene and until the relevant decision is taken.

**Item Three: Approval of the Compensation and Nomination Committee**

**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 to the General Meeting, due to the change in the composition of the Board of Directors, to approve the new composition of the Compensation and Nomination Committee.

**Item Four: Provision of authorizations to the Board of Directors to modify the terms of the issued Common Bond Loan signed on 08/04/2020.**

**Required Quorum: 1/2 (50%) of the paid-up share capital of the Company.**

**Required Majority: 2/3 of the voting rights represented at the General Meeting**





It is proposed to the General Meeting to grant the Board of Directors broad authorization and powers to modify, at its absolute discretion, the terms of the bond loan from 08.04.2020 in the future, following negotiations with interested parties.

