

**EXPLANATORY NOTE ON THE AGENDA OF THE ANNUAL ORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF 13/06/2014**

The Shareholders of the Company are kindly informed that the total number of shares of the company “FOURLIS HOLDINGS S.A.” as of May 21, 2014 (date of the Invitation to the Annual General Meeting that will take place on June 13, 2014) is **50.992.322** ordinary shares and the Company does not hold any treasury stock. Each share has one voting right.

SUBJECT 1: Submission for approval of the financial statements and the consolidated financial statements (Figures and information) together with the Annual Financial Report thereon prepared by the Board of Directors and the Chartered Accountants-Auditors for the period 1/1/2013 - 31/12/2013.

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

Required majority: 50% + 1 of the represented in the AGM votes.

The following are submitted for approval by the General Assembly Meeting: the Annual Financial Statements for the period 01/01-31/12/2013 as approved by the Board of Directors at its meeting on Monday 24/02/2013, the Board of Directors Report for the Financial Year 2013, the Explanatory Board of Directors Report in accordance with article 4 of L.3556/2007 and the related Independent Auditors Report. The Annual Financial Statements for the Financial Year 2013, the Board of Directors Report and the Explanatory Board of Directors Report as well as the Independent Auditors Report, are included in the Annual Financial Report of the Company for the year 2013 in accordance with article 4 of L.3556/2007 and it is available to the shareholders and investors on the Company's website: www.fourlis.gr.

SUBJECT 2: Discharge of the members of the Board of Directors and the Chartered Accountants-Auditors from any liability for compensation with regard to the Financial Statements and the administration of the Company or with regard to the consolidated Financial Statements of the Company for the period 1/1/2013 - 31/12/2013.

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

Required majority: 50% + 1 of the represented in the AGM votes.

The General Assembly is to decide in accordance with article 35 of the L.2190/20 concerning the discharge of members of the Board and the Independent Auditors that carried out the Financial Statements audit, of any liability for compensation for the financial year 2013.

It is clarified that Board members and the employees of the Company are entitled to participate in the vote only with the voting rights of the shares they own or as proxies of other shareholders with clearly stated guidelines.

SUBJECT 3: Election of ordinary and substitute Chartered Accountants-Auditors to audit the consolidated and the Company's financial statements for the period 1/1/2014 - 31/12/2014 and determination of their remuneration.

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

Required majority: 50% + 1 of the represented in the AGM votes.

The Board proposes the election of the following Chartered Accountants-Auditors of the company 'Ernst & Young' (ERNST & YOUNG (HELLAS) CERTIFIED AUDITORS ACCOUNTANTS SA) for the review of the financial statements of the Company for the financial year 2014:

As Chartered Accountant-Auditor, Mr. Panagiotis Papazoglou with SOEL register number 16631 and as Substitute Chartered Accountant-Auditor Mr. Christodoulos Seferis with SOEL register number 23431.

The Board also proposes an amount up to € 32.900,00 plus VAT as Audit Fees for 2014 Financial Statements review (Company and Consolidated).

SUBJECT 4: Approval of members of the Board of Directors' remuneration for the period 1/1/2013 - 31/12/2013 and preliminary approval of members of the Board of Directors' remuneration for the period 1/1/2014 - 31/12/2014.

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

Required majority: 50% + 1 of the represented in the AGM votes.

The Board proposes the approval of the remuneration paid € 405.528,70 to its members for the financial year 2013.

The Board proposes the pre-approval of the remuneration of its members to a maximum amount of € 455.000 for the financial year 2014.

SUBJECT 5: Share Capital Increase through the capitalization of a) non-taxed earnings reserves from previous fiscal years, according to L. 4172/2013 and b) part of the reserve from issued shares at premium, through the increase of the nominal value of each share. Amendment of Article Nr 3 of the Articles of Association.

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

Required majority: 50% + 1 of the represented in the AGM votes.

The Board proposes the approval for a share capital increase of € 3.569.462,54 through the capitalization of:

- a) Non taxed earnings reserves realized up until 31.12.2013 and derived from non-taxed profits due to tax relief as per the L. 2238/1994. The abovementioned amount of the reserves is € 3.297.339,74 and is taxed with nineteen percent (19%) applied tax rate. The payment of the tax, finalizes any other tax obligation of the legal entity and its shareholders.
- b) Part of the reserves from issued shares at premium € 272.122,80, for rounding purposes of the above-mentioned (a) capitalized amount.

The share capital increase through the capitalization of reserves, will be realized through the relevant increase of the nominal value of each share from € 1,00 to € 1,07.

Following the aforementioned increase, the share capital of the company will be fifty four million five hundred sixty one thousand seven hundred and eighty four and fifty four cents (€ 54.561.784,54), divided into fifty million nine hundred ninety two thousand three hundred and twenty two shares (50.992.322) at a nominal value one euro and seven cents (€1.07) each, the relevant article 3 of the articles of association being amended accordingly.

SUBJECT 6: Approval of agreements in accordance with article 23a L. 2190/1920

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

Required majority: 50% + 1 of the represented in the AGM votes.

The Board of Directors proposes the approval of agreements between the Company and the company “TRADE STATUS S.A.”, which is controlled by members of the board.

More specifically the approval is regarding:

- a) Sublease agreement through which the Company subleases to “TRADE STATUS S.A.” 48 sq. m. area within the head offices (18-20 Soroy str., Maroussi), at a monthly rent of € 474 and
- b) Services agreement through which the Company performs payroll services IT systems and accounting management at a monthly fee of € 8.000.

SUBJECT 7: Announcement of the election of a new Board of Directors member replacing a resigned one.

The Board of Directors announces that based on the decision of the board dated 25-11-2013 (minutes of BoD no 354/25-11-2013), Mr. Pavlos Tryposkiadis has been elected as a Director and Non-Executive Member of the Board of Directors, replacing the resigned executive member of the BoD Mr. Ioannis Lioupis.