

EXPLANATORY NOTE ON THE AGENDA OF THE ANNUAL ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 15/06/2018

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, 2018 (date of the Invitation to the Annual General Meeting that will take place on June 15, 2018) is **51.643.688** ordinary shares and the Company does not hold any treasury stock. Each share has one voting right.

A brief explanatory note on the items on the agenda of the Annual Ordinary General Meeting of June 15, 2018 follows.

SUBJECT 1: Submission for approval of the financial statements and the consolidated financial statements (Annual Financial Report) together with the Annual Report thereon prepared by the Board of Directors and the Chartered Accountants-Auditors for the period 1/1/2017 - 31/12/2017.

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 01/01-31/12/2017 as approved by the Board of Directors at its meeting on Monday 12/03/2018, the Board of Directors Report for the Financial Year 2017, 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 2017, 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 2017 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 1/1/2017 - 31/12/2017.

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 2017.

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 1/1/2018 - 31/12/2018 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 Chartered Accountant - Auditing Company 'Ernst & Young' (ERNST & YOUNG (HELLAS) CERTIFIED AUDITORS ACCOUNTANTS SA) for the review of the financial statements of the Company for the financial year 2018 from Chartered Independent Auditors that the Company is going to announce.

The Board also proposes an amount up to € 32.900,00 plus VAT as Audit Fees for 2018 Financial Statements review (Company and Consolidated).

SUBJECT 4: Approval of members of the Board of Directors' remuneration for the period 1/1/2017 - 31/12/2017 and preliminary approval of members of the Board of Directors' remuneration for the period 1/1/2018 - 31/12/2018.

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 € 545.941,73 to its members for the financial year 2017.

The Board proposes the pre-approval of the remuneration of its members up to a maximum amount of € 561.421,73 for the financial year 2018.

SUBJECT 5: Increase of the Share Capital of the Company through capitalization of reserves, and increase of the nominal value of each share by €0,04 and consequent amendment of article 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 of the decision to increase the share capital of the Company by €2.065.747,52 according to article 71 B par. 6 of L. 4172/2013, through the capitalization of equal part of reserves formed by Law 2065/1992. The reserves were formed from the distribution of shares following the capitalization of the capital gain from the revaluation of real estate property of subsidiaries or other companies in which the Company participates.

The above capitalization is not subject of income tax or other tax liability of the legal entity and its shareholders.

The increase of the share capital through the capitalization of reserves will be effected with a corresponding increase of the nominal value of the share from € 0,97 to € 1,01.

Following the above increase, the company's share capital will be fifty two million one hundred and sixty thousand one hundred twenty four euros and eighty eight cents (52.160.124,88 €) divided into fifty one million six hundred and forty three thousand six hundred eighty eight (51.643.688) common shares of nominal value of one euro and one cent (1,01) each share, relative to the amendment of Article 3 of the Articles of Association.

SUBJECT 6: Capital Return to the Shareholders of 0,10 euros per share through reduction of the share capital of the Company with corresponding reduction of the nominal value of each share and consequent amendment of article 3 of the Articles of Association.

Required quorum: 2/3 (66.67%) of the paid-up share capital of the Company.

Required quorum of First Repeat Meeting: 1/2 (50.00%) of the paid-up share capital of the Company.

Required quorum of Second Repeat Meeting: 1/5 (20.00%) of the paid-up share capital of the Company.

Required majority: 2/3 (66,67%) of the represented in the AGM votes.

The Board proposes the approval of the decision to reduce the share capital of the Company by the amount of five million one hundred and sixty four thousand three hundred and sixty eight euros and eighty cents (€ 5.164.368,80), with an equivalent capital return to the shareholders. The reduction of the share capital will be implemented by reducing the nominal value of the Company's share by the amount of ten cents (€0,10), so that, in conjunction with the increase of the nominal value of the share through the capitalization of reserves, the new nominal value of the share will be ninety-one cents (€0,91). As a result of this decrease, the Company's shareholders will be reimbursed the ten cents (€0,10) for each share they hold. Following the above decrease, the Company's share capital will amount to forty six million nine hundred and ninety five thousand seven hundred and fifty six euros and eight cents (46.995.756,08 €), divided into fifty one million six hundred and forty three thousand six hundred eighty eight (51.643.688) common shares of nominal value of ninety one cents (€0,91) each.

Furthermore it is announced that Tuesday, July 24, 2018 is set as cut-off (ex-capital return) date, Wednesday, July 25, 2018 is set as Record Date and Monday, July 30, 2018 is set as Payment Date of the Capital Return.

It should be noted that the above mentioned share capital, as a result of the abovementioned reduction, is sufficient for the implementation of the Company's investment plans, the satisfaction of its creditors and the smooth operations continuity.

Consequently, it is proposed to amend article 3 of the Company's Articles of Association by adding the paragraph number 21, where reference will be made to the combined capital change decisions of the General Meeting of the Shareholders (i.e. increase of the share capital by capitalization of reserves and reduction of the share capital through the return of capital).