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Industrial Area of Sindos – Thessaloniki, June 26<sup>th</sup>, 2019

## RESOLUTIONS OF THE ORDINARY ANNUAL GENERAL MEETING

Summary of resolutions of Ordinary Annual General Meeting of Shareholders of company "ELGEKA S.A." of June 26<sup>th</sup>, 2019

The Limited Company under the name "ELGEKA S.A. Trade-Distributions-Representations-Industry" and with the distinctive title "ELGEKA S.A.", according to par. 4.1.3.3 of the Athens Stock Exchange Regulation, announces that on June 26th, 2019, Wednesday, at 13.00, took place at the Company's head office at Delta Municipality - Prefecture of Thessaloniki, Industrial Area of Sindos, DA 13, O.T. 31 B' FASI, the Ordinary Annual General Meeting of its Shareholders.

The General Meeting was lawfully attended in person or by proxy by five (5) Shareholders, representing 22.769.589 common registered shares of the total 31.734.530 common registered shares and voting rights of the Company, i.e. there was a legal quorum with a percentage of 71,75% of the paid-up share capital, and decided unanimously on the following subjects of the Daily Agenda:

Regarding the 1<sup>st</sup> subject: They were approved the Annual Financial Statements of the fiscal vear 2018 (since 1st January 2018 up to 31st December 2018), in which they are included the relevant Reports of the Board of Directors and the Audit Reports of the Chartered Certified Auditors as well as the Corporate Governance Statement as drawn up according to article 4 of L.3556/2007 and articles 150-154 of L.4548/2018, as well as the non - distribution of dividends from the fiscal year 2018 (since 1<sup>st</sup> January 2018 up to 31<sup>st</sup> December 2018).

Analytically: Number of shares for which votes were valid: 22.769.589 Percentage of share capital represented by the above votes: 71,75%

Total number of valid votes: 22.769.589 Number of votes in favor: 22.769.589

Number of votes against: 0

Number of abstentions (present): 0

Regarding the 2<sup>nd</sup> subject: It was approved the overall management of the Company by each member of the Board of Directors individually, in its respective capacity, but also by all its members collectively and was discharged the audit company under the name "Grant Thornton S.A." and their defined Certified Auditors – Accountants for their actions of the fiscal year 2018 (since 1<sup>st</sup> January 2018 up to 31<sup>st</sup> December 2018).

Analytically: Number of shares for which votes were valid: 22.769.589 Percentage of share capital represented by the above votes: 71,75%

Total number of valid votes: 22.769.589 Number of votes in favor: 22.769.589

Number of votes against: 0

Number of abstentions (present): 0

Regarding the 3<sup>rd</sup> subject: It was assigned the regular audit of the Financial Statements of the Company and the Group for the current fiscal year 2019 (since 1<sup>st</sup> January 2019 up to 31<sup>st</sup> December 2019) as well as the issuance of Annual Tax Certificate to the Auditing firm of Certified Auditors "Grant Thornton S.A." under the S.O.E.L. Registration number 127. It was also approved as the total remuneration of the Auditing firm for the above audits delegated to it, to be amount to 86.500 euro plus any relevant expenses.

<u>Analytically:</u> Number of shares for which votes were valid: 22.769.589 Percentage of share capital represented by the above votes: 71,75%

Total number of valid votes: 22.769.589 Number of votes in favor: 22.769.589

Number of votes against: 0

Number of abstentions (present): 0

Regarding the 4<sup>th</sup> subject: They were approved, according to article 24 of C.L. 2190/1920, the total remuneration and compensation paid to the members of Board of Directors during the year 2018 (since 1st January 2018 up to 31st December 2018), which amounted to a total of 477.600 euro. They were also preapproved, according to article 109 of L. 4548/2018 as in force, the relevant remuneration and compensation that will be paid in total to the Members of the Board of Directors during the current fiscal year of 2019 (since 1st January 2019 up to 31st December 2019), but also until the next Ordinary Annual General Meeting of the Company, which they should not exceed in total the amount of 750.000 euro, and in particular the upper limit of the monthly remuneration to the Executive members of the Board of Directors, which should not exceed the amount of 25.000 euro, as they will be specified per Member at a special meeting of the Company's Board of Directors. Finally, taking into account the new provisions of articles 110 and 111 of L. 4548/2018, which impose the establishment of new standards of Remuneration Policy for the members of the Board of Directors and senior executives, it was decided that the Company will submit for approval to next General Meeting of the Shareholders the new Remuneration Policy that will follow so on, which will mainly follow its until today adopted policy.

<u>Analytically:</u> Number of shares for which votes were valid: 22.769.589 Percentage of share capital represented by the above votes: 71,75%

Total number of valid votes: 22.769.589 Number of votes in favor: 22.769.589

Number of votes against: 0

Number of abstentions (present): 0

Regarding the 5<sup>th</sup> subject: It was approved, according to the provisions of article 23<sup>a</sup> of C.L. 2190/1920, the loan agreement concluded since 8<sup>th</sup> of June 2018 by ELGEKA with its subsidiary company "G.S.B.G. S.A.", in which the former participates in its share capital with percentage 99,99%. The specific loan of amount 500.000 euro was granted in order to use it as working capital as part of its further activity, due to seasonal sales growth, mainly in the market of private label products' development. This loan was taken at the date of signing the relevant contract at an annual rate of 5,21% and was paid out gradually until November 12, 2018.

<u>Analytically:</u> Number of shares for which votes were valid: 22.769.589 Percentage of share capital represented by the above votes: 71,75%

Total number of valid votes: 22.769.589 Number of votes in favor: 22.769.589

Number of votes against: 0

Number of abstentions (present): 0

Regarding the 6<sup>th</sup> subject: It was granted according to article 98 par. 1 of L. 4548/2018, authorization to the members of the Board of Directors, the General Administration or and to Executives of the Company in order to have the ability to participate in the Board of Directors or in the Management of Group Companies, having the same or similar purposes as those of Company. In addition, it was granted special permission for the participation of the Chairman of

the Board of Directors and Chief Executive Officer of the Company Mr. Alexandros Katsiotis, as well to members of the Board of Directors, Mr. Anthimos Misailidis, Mr. Nikolaos Milios and Mr. Stylianos Stefanou in the Board of Directors of other companies, outside the Group, which serve the same or similar purposes as those of the Company.

<u>Analytically:</u> Number of shares for which votes were valid: 22.769.589 Percentage of share capital represented by the above votes: 71,75%

Total number of valid votes: 22.769.589 Number of votes in favor: 22.769.589

Number of votes against: 0

Number of abstentions (present): 0

<u>Regarding the 7<sup>th</sup> subject:</u> There were provided information to the Shareholders on matters relating to the progress and, in general, the prospects of the Group.