

EXPLANATORY NOTE ON THE AGENDA OF THE ANNUAL ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 12/6/2020

The Shareholders of the Company are kindly informed that the total number of shares of the company "FOURLIS HOLDINGS S.A." as of May 18, 2020 (date of the Invitation to the Annual General Meeting that will take place on June 12, 2020) is **52.004.961** ordinary shares and the Company hold 319.507 treasury stocks. Each ordinary share provides one voting right, with the exception of own treasury stocks for which any representation rights and voting rights in the General Meeting are suspended and they are not taken into consideration for the calculation of the required quorum.

A brief explanatory note on the items on the agenda of the Annual Ordinary General Meeting of June 12, 2020 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 1/1/2019 - 31/12/2019.

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 1/1-31/12/2019 as approved by the Board of Directors at its meeting on Monday 16/3/2020, the Board of Directors Report for the Financial Year 2019, 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 2019, 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 2019 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: Non-Distribution of Dividend from Net Profits of the financial year 1/1/2019-31/12/2019.

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

Required majority: 80% of the represented in the AGM votes.

Taking into consideration the effects from the pandemic of the coronavirus COVID-19, the Board of Directors proposes not to distribute as dividend the net profits of the period 1/1/2019 - 31/12/2019 and to transfer the total amount of profits for use in the next financial year in order to cope with the negative side-effects of the pandemic and in particular to preserve and to strengthen the financial adequacy of the Company and to maintain the rate of growth of the Group.

In case of a positive vote of the above proposal of the Board of Directors by the General Meeting, there will be no discussion and decision on the 3rd subject of the Agenda, due to devoid of purpose.

SUBJECT 3: Taking of Decision for the distribution of €1.506.920,52 from the Profits of the financial year 1/1/2019-31/12/2019, in case of rejection of Subject 2 of the Agenda.

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

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

Given the main proposal of the Board of Directors to the General Meeting for the non-distribution of dividend from the profits of the period 1/1/2019 - 31/12/2019, as expressed above (under the 2nd subject of the agenda), in case of a vote against, the General Meeting is called upon to decide on the distribution of profits for the financial year 1/1/2019 – 31/12/2019 (€ 4.532.091,79 based on IFRS), in accordance with articles 160 and 161 of Law 4548/2018, as follows : a) amount of € 226.604,59 to be kept for the formation of statutory reserves, b) amount of € 1.506.920,52 to be allocated for the payment of a dividend and c) an amount of € 2.798.566,68 to be transferred to retained earnings.

Furthermore, Friday 26.06.2020 is proposed as the dividend beneficiaries date (Record Date), Thursday 25.06.2020 as ex-dividend date and Thursday 02.07.2020 as the dividend distribution date, as the Company has already announced in the Financial Calendar of the year 2020.

The dividend amount is subject to tax deductions and its payment will be made through the operators of the beneficiaries, as defined in the Regulation of the Athens Stock Exchange.

SUBJECT 4: Approval of the overall management of the Company and discharge of Chartered Accountants-Auditors from any liability.

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 called to decide on the approval of the overall management that took place during the financial year 2019, in accordance with article 108 of L.4548/2018, as well as the discharge of the Independent Chartered Auditors from any liability that arisen from the audit of the financial statements of 2019.

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 5: Election of one (1) ordinary and one (1) substitute Chartered Accountant-Auditor to audit the consolidated and the Company's financial statements for the period 1/1/2020 - 31/12/2020 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 (HELLAS) CERTIFIED AUDITORS ACCOUNTANTS SA for the review of the financial statements of the Company for the financial year 2020 from Chartered Independent Auditors (one ordinary and one substitute) that the auditing company is going to announce.

The Board also proposes an amount up to € 32.900,00 plus VAT as Audit Fees for 2020 Financial Statements review (Company and Consolidated).

SUBJECT 6: Approval of members of the Board of Directors' remuneration for the period 1/1/2019 - 31/12/2019 and preliminary approval of members of the Board of Directors' remuneration for the period 1/1/2020 - 31/12/2020 in accordance with article 109 L. 4548/2018.

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 to its members for the financial year 2019 which amounted at € 500.334.

Detailed information on the remuneration for the year 2019 are included in the Remuneration Report which is available at the Company's website www.fourlis.gr

Furthermore, the Board proposes the pre-approval of the remuneration of its members up to a maximum amount of € 570.000,00 for the financial year 2020.

SUBJECT 7: Submission for discussion and voting of the Remuneration Report for the financial year 01/01/2019-31/12/2019.

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 submits for discussion and voting to the General Assembly Meeting the Remuneration Report of the Financial Year 2019 according to the provisions of article 112 of the Law 4548/2018.

The Remuneration Report contains a comprehensive overview of all the remuneration paid to the members of the Board of Directors in 2019, as well as the rest of the information required according to paragraph 2 of the article 112 of L.4548/2018 and has been conducted according to the principles and assumptions governing the Remuneration Policy which was approved by the Extraordinary General Shareholders' Meeting dated January 24, 2020 after having been prepared by the Board of Directors.

The Remuneration Report which is submitted for discussion and voting to the General Assembly Meeting has been brought into the attention of the Shareholders and the investors through the Company's website: www.fourlis.gr

Pursuant to paragraph 3 of article 112 of L.4548/2018, the shareholders' vote on the submitted Remuneration Report is advisory.

SUBJECT 8: Election of new Audit Committee's member to replace a resigned one

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 announces to the General Meeting, that Mr. Ioannis Evangelos Brempos, submitted his resignation through a letter from his position and duties as a member of the Audit Committee. The aforementioned declaration of resignation will be effective from the date of the General Assembly, i.e. 12.06.2020.

Mr. Brempos will continue to be a non-executive, for the remaining of its term of office.

Following this, the General Assembly is called upon to elect a new member of the Audit Committee replacing the resigned Mr. Ioannis Evangelos Brempos, pursuant to the provisions of article 44 of Law 4449/2017.

It is proposed that Mr. Stelios Markos Stefanou to be elected as a new member of the Audit Committee for the remaining of the term of office of the resigned Mr. Ioannis Evangelos Brempos, ie until 16.06.2022.

Mr. Stelios Stefanou is independent from the Company according to the provisions of L.3016/2002 and has a proven track record in auditing and accounting and sufficient knowledge in the field in which the company operates, as required by the law.

Following the above change, the composition of the Audit Committee will be as follows:

1. Ioannis Ath. Costopoulos, independent non-executive member of the BoD, 2. David A. Watson, independent non-executive member of the BoD. 3. Stelios M. Stefanou, independent member