

**HOUSEMARKET SOCIETE ANONYME**

**FOR TRADING HOUSEHOLD ITEMS, FURNITURE AND CATERING ITEMS**

**G.E.M.I. No. 3804201000**

**S.A. Reg. No. 46208/04/B/00/37 (04)**

**EXPLANATORY NOTE ON THE AGENDA OF THE ANNUAL ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 02/07/2021**

The Shareholders of the Company are kindly informed that the total number of shares of the company "HOUSEMARKET S.A." as of June 6, 2021 (date of the Invitation to the Annual General Meeting that will take place on July 2, 2021) is **47.450.467** ordinary shares and the Company holds no treasury stocks. Each ordinary share provides one voting right.

A brief explanatory note on the items on the agenda of the Annual Ordinary General Meeting of July 2, 2021 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 1/1/2020 - 31/12/2020.**

**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 1/1-31/12/2020 as approved by the Board of Directors at its meeting on Monday 22/3/2021, the Board of Directors Report for the Financial Year 2020, the Explanatory Board of Directors' Report in accordance with article 4 of L.3556/2007, the Statement of Corporate Governance in accordance with article 152 and 153 of L.4548/2018 and the Independent Auditors report.

The Annual Financial Statements for the Financial Year 2020, the Board of Directors Report, the Explanatory Board of Directors' Report, the Statement of Corporate Governance as well as the Independent Auditors Report are included in the Annual Financial Report of the Company for the year 2020 in accordance with article 4 of L.3556/2007 and they are available to the shareholders and investors on the Company's website: <https://www.housemarket.gr>

**SUBJECT 2: 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 2020, 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 2020.

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 one (1) ordinary and one (1) substitute Chartered Accountant-Auditor to audit the consolidated and the Company's financial statements for the period 1/1/2021 - 31/12/2021 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 2021 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 € 76.500,00 plus VAT as Audit Fees for 2021 Financial Statements review (Company and Consolidated).

**SUBJECT 4: Approval of members of the Board of Directors' remuneration for the period 1/1/2020 - 31/12/2020 and preliminary approval of members of the Board of Directors' remuneration for the period 1/1/2021 - 31/12/2021 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 2020 which amounted at € 1.224.737.

Detailed information on the remuneration for the year 2021 are included in the Remuneration Report which is available at the parent Company's website <https://www.fourlis.gr>

Furthermore, the Board proposes the pre-approval of the remuneration of its members up to a maximum amount of € 1.550.000 for the financial year 2021.

**SUBJECT 5: Submission for approval of the Remuneration Policy for Board members, in accordance with the provisions of 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 of Directors proposes the approval of the proposed Remuneration Policy, chartered in accordance with the provisions of Article 110 and 111 of L.4548/2018, after taking into consideration the proposals of the Nomination and Remuneration Committee and to be effective for four years.

The purpose of the Remuneration Policy is the enhancement of the sustainability of the Company by providing a fair and adequate level of fixed remuneration and the alignment of the interests of the Members of the Board of Directors with the strategic long-term objectives and the performance of the Company.

The suggested Remuneration Policy contributes to the corporate strategy, to the transparency and to the maximization of the Company's value.

It is also proposed that the Board of Directors of the Company should be authorized in order to implement and manage the Remuneration Policy, in accordance with the relevant recommendations of the Nomination and Remuneration Committee of the Company.

The full text of the remuneration policy is as follows:

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***Remuneration Policy according to article 110 of L.4548/2018 (article 9a of the Directive 2007/36/EC, Directive 2017/828 EU)***

***of HOUSEMARKET S.A.***

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<b>Version:</b>	<i>First (1st)/ Date of approval by the General Meeting of Shareholders of HOUSEMARKET S.A.</i>
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<b>Purpose:</b>	<i>This Policy concerns the members of the Board of Directors (BoD) of HOUSEMARKET S.A., and it was conducted according to the EU Directive on the shareholders' rights (EU Directive 2017/828 issued by the European Parliament and the Council dated 17 May 2017), as this has been incorporated in the Greek legislation with L.4548/2018.</i> <i>The Remuneration Policy (hereinafter the Policy) contributes in the business strategy and in the long-term interests and the viability of the company, and specifies the method of contribution.</i> <i>It defines in detail both the existing rights of the members of the Board of Directors and the obligations of the Company towards them, and the terms under which the remuneration will be provided in the future.</i>
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<b>To whom the Policy concerns:</b>	<i>Existing members of the Board of Directors and/or new members of the Board of Directors of the Company during its term. In the Board of Directors are included the General Director as well as his deputy, if any, as defined in article 110 of L.4548/2018.</i>
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**Term:** *The present policy is valid for four (4) years, unless it is revised and/or amended earlier by a decision of the General Meeting of the Shareholders of HOUSEMARKET S.A.*

*The Committee on Nominations and Remunerations shall examine on a yearly basis if the Policy continues to be compatible with the business strategy of the Company or if the Committee should propose its amendments to the Board of Directors. Every four (4) years or earlier if there is a need for an amendment, after a proposal of the Committee, the Board of Directors shall submit any changes of Policy that it deems as appropriate to the General Meeting of Shareholders of the Company for approval.*

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**General Information:** *The Remuneration Policy takes into account the applicable laws, the good corporate governance policies, the Greek Code of Corporate Governance, the Articles of Association and the Internal Regulation for the Organization of the Company. The Policy acknowledges the existing rights and obligations of the members of the Board of Directors and specifies the terms under which the future remuneration may be granted to the existing or/and new members of the Board of Directors during the term of their duty.*

*No member of the Board of Directors takes decisions nor is responsible for his own remuneration. The Committee on Nominations and Remuneration shall ensure that no person shall be present at the discussion of his remuneration.*

*The Policy is uploaded in the webpage of the Company [www.housemarket.gr](http://www.housemarket.gr)*

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## **1. How the Policy contributes in the business strategy, the long-term interests and the viability of the Company**

*The Company pays both the executive and the non-executive members of the Board of Directors taking into account the principle of fair and reasonable remuneration for the best and most appropriate individual for the relevant position considering at the same time the level of responsibility as well as the knowledge and the experience required in order to meet the expectations, ensuring at the same time its short-term and long-term business plan, so that it can continue to create value for the customers, the shareholders, the employees and the economy of the countries in which it runs its business activities.*

*The Remuneration Policy of the executive members of the Board of Directors contributes in the business strategy, the long-term interests and the viability of the Company:*

- Providing a fair and proper level of a standard fixed remuneration which allows the executive members to focus on the creation of a viable long-term value.*
- Balancing the short-term and the long-term remuneration in order to be ensured that short-term goals which will lead long-term to the creation of a value are targeted.*
- Offering short-term variable remuneration with performance criteria which harmonize the interests of the executive member to the interests of the shareholders.*
- Including long-term variable remuneration against titles with long-term performance criteria, which contribute in the creation of a value.*

*The Policy does not provide for variable remuneration for the non-executive members of the Board of Directors so that it can be guaranteed that there is no conflict of interests in decision-taking of the non-executive members and in their option to doubt the decisions of the Board of Directors when these result in risk-taking by the Company.*

## **2. Remuneration Policy for the executive members of the Board of Directors**

*The Remuneration Policy of the Executive members of the Board of Directors, apart from those mentioned in Section 1, also takes into account other significant factors for the determination of the remunerations such as the knowledge and the experience required for the achievement of the objectives of the Business plan of the Company.*

*The Committee on Nominations and Remunerations and the Board of Directors are informed regularly about the structure of the remuneration and the policies followed inside the Company, as well as about the market trends in the specific issue (annual researches on remuneration and benefits). These data are considered upon revision of the Policy.*

### **Remuneration table for the executive members of the Board of Directors of the Company:**

<b>Remuneration</b>	<b>Application</b>	<b>Maximum amounts and connection to performance</b>
<b>Standard/Fixed Remuneration</b>	<i>The remuneration amount is reviewed annually, without necessarily being increased.</i>	<p><i>The increase, in case it is granted, is free and it is not expected that it shall exceed the average increase for the total number of employees. The following are also taken into account:</i></p> <ul style="list-style-type: none"> <li><i>• The performance of the Company.</i></li> <li><i>• The performance of each executive officer.</i></li> <li><i>• The remunerations for similar positions in the market.</i></li> <li><i>• The role and the duties of the executive officer.</i></li> <li><i>• The inflation rates.</i></li> </ul>

<p><b>Short-term program of variable remunerations MBO (Management Objectives)</b></p>	<p><i>The BoD specifies the performance criteria and their importance to the short-term program for the provision of incentives according to the business strategy for the specific year.</i></p> <p><i>The payments in respect of the short-term program for the provision of incentives may be recovered for a period of at least three (3) years as of their completion, in specific cases, including inaccurate financial statements of previous fiscal years or in general false financial data used in the calculation of these payments.</i></p>	<p><i>The annual variable remunerations for the achievement of 100% of the goals, cannot exceed the 65% of the annual mixed remuneration of the executive officer and in case of achievement of higher results the maximum amount of the annual variable remunerations of the members cannot exceed the 100% of the annual standard/fixed remunerations.</i></p> <p><i>The BoD sets demanding goals based on financial criteria, indicatively mentioned is the EBITDA /EBIT, the sales revenues. Of course, there is also the option of setting qualitative goals, which, however, in any case should be countable.</i></p> <p><i>In case the executive officer is also assigned with personal goals, apart from financial goals, then the importance of the personal goals cannot exceed the 20% of the total number of the goals assigned to the executive officer.</i></p>
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<p><b>Long-term program for the provision of incentives (Put options)</b></p>	<p><i>The Company applies rolling programs for the granting of put options for the purchase of shares.</i></p> <p><i>The rights cannot be exercised earlier than 3 years as of the date of their granting.</i></p>	<p><i>The put options for each executive member of the Board of Directors are specified based on his total remuneration (standard/fixed and variable remuneration) and on the level/grade of his position.</i></p> <p><i>The maximum total number of the shares which will be issued, if the Board of Directors issues the maximum number of rights and in case the Beneficiaries exercise the total number of rights which will be granted to them, cannot exceed the 5% on the share capital of the Company at the date of invitation.</i></p>
<p><b>Retirement Benefit</b></p>	<p><i>The Company provides a pension program of specified contributions.</i></p>	<p><i>This benefit is harmonized with the policy applicable for the remaining executive officers of the Company. The maximum amount cannot exceed the 12% of the annual mixed remuneration.</i></p>
<p><b>Liability insurance for executive members of the Board of Directors (DNO)</b></p>	<p><i>The Company grants a liability insurance for executive members of the Board of Directors to all the members of the Board of Directors for the protection of its members against any individual liability which may arise acting in their capacity as members of the Board of Directors.</i></p>	<p><i>The maximum remuneration is fixed to 2 m. Euro per claim and in total to 10 m. Euro.</i></p>

<b>Other benefits</b>	<i>Benefits are included indicatively such as the private health insurance, life insurance, the company's car/ the car benefit and the fuel card.</i>	<i>No maximum amount is specified to the benefits that can be granted to the executive Member of the Board of Directors. The benefits are harmonized with the market policies and the Company's policy for the employees.</i>
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### **3. Remuneration Policy of the non-executive members of the Board of Directors**

*In the determination of the remuneration level of the non-executive members of the Board of Directors, the market practice is taken into account, regarding the companies of a similar size on the basis of the stock market value, revenues, profits, complexity, structure and international dimension.*

*The non-executive members of the Board of Directors receive the basic remuneration and are paid additional remuneration in order to exercise the duty of presiding at the committees. The non-executive members of the Board of Directors do not have a participation right in any program for the provision of incentives.*

*To the non-executive members of the Board of Directors a remuneration is paid, which is standard and fixed and covers the time required for the exercise and execution of their duties. The said standard remunerations cover the attendance time in the meetings of the Board of Directors and in the meetings of the Committees of the Board of Directors including the time for preparation.*

*The maximum amount of the annual total basic remuneration is specified by the Board of Directors after proposal of the Committee on Nominations and Remunerations and is subject to approval by the Annual Ordinary General Meeting of shareholders.*

*There is no pre-determined level of annual remuneration or increase of remuneration nor a pre-specified maximum level of remuneration.*

*The payment of extra remunerations to non executive members of the Board of Directors is allowed in consideration for additional tasks and duties exceeding the object of the duties assigned to them. These remunerations are specified by the Board of Directors taking into account the term of duty and the experience of the member as well as any other factors deemed relevant by the Board of Directors.*

### **4. Deviations from the Policy**

*In extraordinary circumstances the deviation from the Policy is allowed temporarily, whenever this is deemed necessary by the Board of Directors, so that the long-term interests of the Company in their entirety can be served and its viability can be ensured. Any derogation must be examined and approved by the Board of Directors.*

### **5. Employment Contracts**

#### **5.1. Term/Duration**

*The term of duty of the executive members of the Board of Directors may not exceed 5 years, unless, upon proposal of the Committee, the Board of Directors of the Company shall approve a duty for an indefinite period of time.*

#### **5.2. Fees**

*The executive members of the Board of Directors, for their participation in the BoD, are not entitled to any other standard fee or other remuneration, apart from their remuneration as executive officers of the Company.*



### 5.3. Hirings and Promotions

*The entire remuneration for the hiring of a new executive member of the Board of Directors shall be specified according to the terms of the approved Policy.*

### 5.4. Terms for the termination of the contract

*For the executive members of the Board of Directors and as regards their other duties, all provisions of the labour law apply, in relation to the termination of their employment contract.*

### 5.5. Commitments

*The Company, upon approval of the present policy, reserves the right to fulfil any contractual obligations already undertaken towards the members of the BoD, before the date of its entry into force.*

*In case that an officer of another Company of FOURLIS Group moves as an executive member of the Board of Directors of the Company, then - as the policy for "Promotions and movements of the employees within the Group" specifies - continues to enjoy all his employment rights.*

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The proposed revised Remuneration Policy has been posted and is available for the investment public on the corporate website <https://www.housemarket.gr>

**SUBJECT 6: Submission of the Audit Committee's Annual Activity Report in accordance with article 44 par. 1 of L.4449/2017.**

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

The Board of Directors announces to the shareholders that the the Audit Committee has submitted to the General Assembly its Activity Report for the financial year 01/01/2020 – 31/12/2020 according to the provisions of article 44 par.1 of L.4449/2017 as it was amended by article 75 of L. 4706/2020.

The Annual Activity Report of the Audit Committee aims to inform the shareholders about the activities of the Committee during the financial year 01/01/2020 – 31/12/2020. The Annual Activity Report is available to the shareholders and the investment public on the corporate website <https://www.housemarket.gr> and it has been included in the Annual Financial Report of 2020.

**SUBJECT 7: Submission for Approval of the Suitability Policy of the members of the Board of Directors in accordance with the provisions of L.4706/2020.**

**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 propose to the General Assembly the approval of the Suitability Policy of its members, in accordance with the provisions of article 3 of L. 4706/2020.

The full text of the proposed Suitability Policy of the members of the Board of Directors is as follows:

## **Suitability Policy of article 3 of Law 4706/2020 of HOUSEMARKET SA**

<b>Issuance:</b>	<i>First (1st) / Date of approval by the General Assembly of HOUSEMARKET SA: 02.07.2021</i>
<b>Target:</b>	<p><i>This Policy concerns the members of the Board of Directors (BoD) of HOUSEMARKET SA and was prepared in accordance with article 3 of Law 4706/2020 valid from 17/7/2021 and Circular no. 60 of the Hellenic Capital Market Commission dated 18/9/2020.</i></p> <p><i>The Suitability Policy (hereinafter the Policy) aims at ensuring the quality of the executive recruitment, the effective operation and fulfillment of the duties of the Board of Directors based on the more general strategy and the medium-long term business goals of the company in order to promote the company's interest.</i></p> <p><i>The Policy includes at least the following:</i></p> <ul style="list-style-type: none"><li><i>• the principles on the selection, replacement or renewal of the term of the members of the Board of Directors</i></li><li><i>• the criteria on the evaluation of suitability of the members of the Board of Directors, especially with regard to character references, reputation, adequacy of knowledge, qualifications, independent thinking and experience in performing the tasks assigned to them. The selection criteria of the members of the Board of Directors include at least the adequate representation per gender at a rate not less than twenty-five percent (25%) of all members of the Board of Directors. In the case of a fraction, this percentage is rounded to the previous whole,</i></li><li><i>• the provision of diversity criteria for the selection of the members of the Board of Directors.</i></li></ul>
<b>It concerns:</b>	<p><i>All members of the Board of Directors, regardless of their capacity as executive, non-executive or independent non-executive members.</i></p>
<b>Duration:</b>	<p><i>This policy is valid from its approval and for an indefinite period unless it is revised and / or amended earlier by a decision of the General Assembly Meeting of HOUSEMARKET SA.</i></p> <p><i>The Nominations and Remuneration Committee will examine on an annual basis whether the Policy is still compatible with the Company's business strategy or whether it should propose amendments to the Board of Directors. Recommendations of the Internal Audit Department, the Regulatory Compliance Department, the Corporate Secretary and any other external bodies are also taken into account. If there is a need for amendment upon the recommendation of the Committee, the Board of Directors approves any policy changes it deems appropriate and then, if they are material, submits them to the Company's General Assembly for approval. Material are the amendments that provide for derogations or significantly change the content of the Suitability Policy, in particular as to the applied general principles and criteria.</i></p>

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*The Suitability Policy and any substantial modification thereof is valid upon its approval by the General Assembly.*

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**Principles of the  
Suitability Policy :**

*The Suitability Policy is clear, sufficiently justified and is governed by the transparency and proportionality principle.*

*The Suitability Policy takes into account the current legislation, the good practices of corporate governance, the Greek Code of Corporate Governance, the Articles of Association and the Internal Regulation Charter of the Company.*

*During the formulation of the Suitability Policy the size, the internal structure, the intention to undertake risk, the nature, the extent and the complexity of its activities, are taken into account, as well as any other information that specifically concerns the Company.*

*It is the responsibility of the Board of Directors to form and monitor the implementation and effectiveness of the Suitability Policy. An effective contribution in preparing and monitoring the implementation of the Policy can be provided by the Internal Audit Department, the Regulatory Compliance Department, the Nominations and Remuneration Committee and the Corporate Secretary where required. The Suitability Policy is evaluated periodically at regular intervals (annually) or when significant events or changes occur. The results of the Suitability Policy assessment as well as the actions to be taken to address any deficiencies identified are recorded.*

*The Suitability Policy takes into consideration the specific description of the duties of each member of the Board of Directors or the participation or not of the latter in committees, the nature of the duties of the latter (executive or non-executive member of the Board of Directors) and his classification as independent or not member of the Board of Directors as well as any specific incompatibility or characteristic or contractual commitment that is related to the nature of the activity of the Company or the Corporate Governance Code that the latter applies.*

*The current Policy is posted, updated on the Company's website: [www.housemarket.gr](http://www.housemarket.gr)*

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**Definitions/General  
Provisions:**

*The suitability is individual and collective.*

*Individual suitability is the extent to which a person is considered to have as member of the Board of Directors efficient knowledge, qualifications, experience, independent thinking and good reputation as to the performance of his duties as member of the Board of Directors of the company according to the suitability criteria set out in the Suitability Policy of the Company.*

*Suitability Policy is the set of principles and criteria applied at least to the selection, replacement and renewal of the term of the members of the Board of Directors in the course of the assessment of the individual and collective suitability.*

*Collective suitability is the suitability of the members of the Board of Directors as a whole.*

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### **Suitability Policy of article 3 of Law 4706/2020 of FOURLIS HOLDINGS SA**

<b>Issuance:</b>	<i>First (1st) / Date of approval by the General Assembly of HOUSEMARKET SA: 02/07/2021</i>
<b>Target:</b>	<p><i>This Policy concerns the members of the Board of Directors (BoD) of HOUSEMARKET SA and was prepared in accordance with article 3 of Law 4706/2020 valid from 17/7/2021 and Circular no. 60 of the Hellenic Capital Market Commission dated 18/9/2020.</i></p> <p><i>The Suitability Policy (hereinafter the Policy) aims at ensuring the quality of the executive recruitment, the effective operation and fulfillment of the duties of the Board of Directors based on the more general strategy and the medium-long term business goals of the company in order to promote the company's interest.</i></p> <p><i>The Policy includes at least the following:</i></p> <ul style="list-style-type: none"><li><i>• the principles on the selection, replacement or renewal of the term of the members of the Board of Directors</i></li><li><i>• the criteria on the evaluation of suitability of the members of the Board of Directors, especially with regard to character references, reputation, adequacy of knowledge, qualifications, independent thinking and experience in performing the tasks assigned to them. The selection criteria of the members of the Board of Directors include at least the adequate representation per gender at a rate not less than twenty-five percent (25%) of all members of the Board of Directors. In the case of a fraction, this percentage is rounded to the previous whole,</i></li><li><i>• the provision of diversity criteria for the selection of the members of the Board of Directors.</i></li></ul>
<b>It concerns:</b>	<i>All members of the Board of Directors, regardless of their capacity as executive, non-executive or independent non-executive members.</i>
<b>Duration:</b>	<p><i>This policy is valid from its approval and for an indefinite period unless it is revised and / or amended earlier by a decision of the General Assembly Meeting of HOUSEMARKET SA.</i></p> <p><i>The Nominations and Remuneration Committee will examine on an annual basis whether the Policy is still compatible with the Company's business strategy or whether it should propose amendments to the Board of Directors. Recommendations of the Internal Audit Department, the Regulatory Compliance Department, the Corporate Secretary and any other external bodies are also taken into account. If there is a need for amendment upon the recommendation of the Committee, the Board of Directors approves any policy changes it deems appropriate and then, if they are material, submits them to the Company's General Assembly for approval. Material are the amendments that provide for derogations or significantly change the content of the Suitability Policy, in particular as to the applied general principles and criteria.</i></p>

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*The Suitability Policy and any substantial modification thereof is valid upon its approval by the General Assembly.*

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**Principles of the Suitability Policy :**

*The Suitability Policy is clear, sufficiently justified and is governed by the transparency and proportionality principle.*

*The Suitability Policy takes into account the current legislation, the good practices of corporate governance, the Greek Code of Corporate Governance, the Articles of Association and the Internal Regulation Charter of the Company.*

*During the formulation of the Suitability Policy the size, the internal structure, the intention to undertake risk, the nature, the extent and the complexity of its activities, are taken into account, as well as any other information that specifically concerns the Company.*

*It is the responsibility of the Board of Directors to form and monitor the implementation and effectiveness of the Suitability Policy. An effective contribution in preparing and monitoring the implementation of the Policy can be provided by the Internal Audit Department, the Regulatory Compliance Department, the Nominations and Remuneration Committee and the Corporate Secretary where required. The Suitability Policy is evaluated periodically at regular intervals (annually) or when significant events or changes occur. The results of the Suitability Policy assessment as well as the actions to be taken to address any deficiencies identified are recorded.*

*The Suitability Policy takes into consideration the specific description of the duties of each member of the Board of Directors or the participation or not of the latter in committees, the nature of the duties of the latter (executive or non-executive member of the Board of Directors) and his classification as independent or not member of the Board of Directors as well as any specific incompatibility or characteristic or contractual commitment that is related to the nature of the activity of the Company or the Corporate Governance Code that the latter applies.*

*The current Policy is posted, updated on the Company's website [www.housemarket.gr](http://www.housemarket.gr)*

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**Definitions/General Provisions:**

*The suitability is individual and collective.*

*Individual suitability is the extent to which a person is considered to have as member of the Board of Directors efficient knowledge, qualifications, experience, independent thinking and good reputation as to the performance of his duties as member of the Board of Directors of the company according to the suitability criteria set out in the Suitability Policy of the Company.*

*Suitability Policy is the set of principles and criteria applied at least to the selection, replacement and renewal of the term of the members of the Board of Directors in the course of the assessment of the individual and collective suitability.*

*Collective suitability is the suitability of the members of the Board of Directors as a whole.*

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**1. Which are the principles concerning the selection or replacement of the members of the Board of Directors, as well as the renewal of the term of the existing members?**

The Company has a seven-member (7) Board of Directors and consists of an executive Chairman and a non-executive or independent non-executive Vice Chairman, a Chief Executive Officer and four (4) members.

The Board of Directors consists of persons who have character references, reputation and credibility, suitable for either their executive or non-executive role.

The members of the Board of Directors further have the skills and experience required based on the duties they undertake and their role on the Board of Directors and / or its Committees, as well as sufficient time to perform their duties on a case-by-case basis.

The candidate members of the Board of Directors before assignment of their duties know, as much as possible, the culture, values and general strategy of the Company and are also adequately informed in accordance with the policy and training process of new members of the Board of Directors available to the Company and is described in its Internal Regulation Charter.

During selection, renewal of the term or replacing a member of the Board of Directors, the criteria on the evaluation of suitability, based on the applicable Policy are taken into account.

The suitability of the Board of Directors members is constantly monitored, in order mainly to detect, in the view of any new relevant incident, any case that causes for the reassessment of their suitability.

In particular, it is recommended for the reassessment of the suitability to take place in the following cases:

- when there are doubts as to the individual suitability of the Board of Directors members or the suitability of the composition of the body,
- in case of significant impact on the reputation of a Board of Directors member,
- in case of the occurrence of a fact that might significantly affect the suitability of a Board of Directors member, including the cases in which the members do not comply with the Conflict of Interest Policy of the Company as described in its Operating Charter.

The Board of Directors ensures for the Company an appropriate course of action regarding the smooth continuity of the management for the matters of the Company and the adoption of decisions after the exit of members of the Board of Directors especially referring to executive members and members of the committees.

**2. Which are the criteria on the evaluation of suitability of the members of the BoD**

The criteria for assessing the suitability of the members of the Board of Directors are divided into criteria of individual suitability and criteria of collective suitability. In more details:

**2.1 Individual Suitability**

The individual suitability of the members of the Board of Directors is mainly assessed based on the criteria mentioned below. The criteria are general and apply to all the members of the Board of Directors regardless of whether they are executive, non-executive or independent non-executive members.

Special impediments, commitments or conditions (such as those of art. 3 par. 4, 5 and 6 and art. 9 par. 1 and 2 of Law 4706/2020 and art. 44 par. 1 of Law 4449/2017) apply regardless of the suitability criteria.

### **2.1.1 Efficiency of knowledge and qualifications**

*The members of the Board of Directors have the necessary knowledge, qualifications and experience to perform their duties in view of their role, their office and the prerequisites of the company regarding the abilities necessary for the office.*

*The experience covers not only for the practical experience but also for the professional one and the theoretical knowledge acquired by the members of the Board of Directors over time.*

*During evaluation on the theoretical knowledge and skills of a member of the Board of Directors the level and the kind of his education (field of studies and specialization) are primarily taken into account especially under the condition that it is related to the Company's activities or other relevant fields.*

*The evaluation of the practical experience of a member of the Board of Directors takes into consideration the previous positions and the type of employment held by the member over time (including any business activity).*

*It also takes into account the overall professional development of the member of the Board of Directors, as well as information such as the duration of his term, the size of each company in which he worked, the scale and complexity of business activity, the responsibilities he exercised in it, the possible responsibility of a department and / or number of subordinates, the nature of the company's activities.*

*In the course of the assessment of the sufficient knowledge and qualifications the following may be examined:*

- *The role and the duties of the office and the required abilities,*
- *The knowledge and qualifications that have been acquired in the course of education and training*
- *The practical and professional experience that have been previously accumulated and*
- *The knowledge and qualifications that have been acquired and are proven based on the professional experience and advancement of the member of the Board of Directors.*

*The assessment is not limited to the academic titles of the member not the evidence on the specific time of experience. On the contrary, an in-depth analysis of the experience of the member and his training is carried out, as the knowledge and qualifications that have been acquired in the course of any previous employment*

*depend on the nature, the scale and the complexity of the business activity as well as the duties that the member had in the said course and the level of his responsibility.*

*The executive members of the Board of Directors may have acquired sufficient practical and professional experience either by occupying an office of responsibility or through the exercise of any professional activity for a substantial period of time.*

*It is recommended that the members of the Board of Directors know and clearly understand the provisions on the corporate governance of the company as included in the law and the corporate governance code that the latter applies, the respective role and the responsibilities thereof not only as members of the Board of Directors but also as members of the committees thereof and on a case-by-case basis, the structure of the Group thereof and any potential conflict of interest.*

### **2.1.2 Character references and reputation**

*The good reputation, honesty, ethics and integrity of the members of the Board of Directors are criteria of exceptional importance, which the Company evaluates in detail.*

*A member of the Board of Directors is presumed to have these characteristics, as long as there are no*

*objective and proven reasons to suggest otherwise.*

*For the evaluation of the reputation, honesty and integrity of a candidate or existing member of the Board of Directors, the Company takes into account data, decisions, supporting documents and anything it deems necessary without prejudice to the legislation on personal data protection.*

### **2.1.3 Conflict of interest**

*The members of the Board of Directors must always be fully informed of the Conflict of Interest Policy implemented by the Company and included in the Internal Regulation Charter. The Conflict of Interest Policy includes, inter alia, conflict of interest prevention procedures as well as measures to detect and manage conflicts of interest.*

### **2.1.4 Independent thinking**

*Each member of the Board of Directors must actively participate in the meetings and take his own correct, objective and independent decisions and judgments in the performance of his duties.*

*Objectivity is defined as the impartial attitude and mentality, which allows the member of the Board of Directors to perform his work as he believes and not to accept compromises in terms of his quality.*

*Independence means the release from conditions that prevent the member of the Board of Directors from exercising his duties in an impartial manner.*

*In assessing the independence of the crisis of the members of its Board of Directors, the Company takes into account whether all members of the Board of Directors have the necessary behavioral skills that include in particular:*

*(a) Courage, conviction and vigor to make a meaningful assessment and challenge the proposals or views of other members of the Board of Directors;*

*(b) The ability to address the other members of the Board of Directors and especially the executive members thereof with reasonable questions and criticize them and*

*(c) The ability to resist from groupthink.*

### **2.1.5 Adequate availability**

*The members of the Board of Directors must have the time required for the smooth execution of their duties. The Company informs each candidate member of the Board of Directors for the estimated time required to devote to his duties and to the meetings of the Board of Directors and any other Committees in which he participates as a member. In order to determine the adequacy of time, the capacity and responsibilities assigned to the member of the Board of Directors by the Company are taken into account. The members of the Board of Directors must inform about the number of positions they may hold on other boards and the positions they hold at the same time, as well as about their other professional or personal commitments and conditions to the extent that they are able to affect their time in exercise of their duties as members of the Board of Directors of the Company.*

## **2.2 Collective Suitability**

*Collective suitability is assessed based on the general and specific criteria listed below.*

### **2.2.1 General Criteria for Collective Suitability**

*The members of the Board of Directors must collectively be able to make appropriate decisions taking into account the business model, risk-taking, strategy and markets in which the Company operates. The members of the Board they must collectively have the necessary skills to effectively monitor and critique the decisions of senior management.*



*All areas of knowledge required for the business activities of the Company are covered by the Board of Directors collectively with sufficient expertise among its members. There is a sufficient number of members with knowledge in each field to enable a discussion to take place on the decisions to be taken. The members of the Board of Directors, collectively have the necessary skills to present their views.*

*The composition of the Board of Directors reflects the knowledge, skills and experience required to exercise its responsibilities. This includes the requirement that the Board of Directors has an adequate understanding of the areas for which members are collectively responsible and has the necessary skills to exercise the actual management and supervision of the Company, including:*

- *Its business activity and the main risks associated with it,*
- *Strategic planning*
- *The financial reports,*
- *Compliance with the legislative and regulatory framework,*
- *Understanding corporate governance issues,*
- *The ability to identify and manage risks,*
- *The impact of technology on its activities,*
- *Adequate gender representation.*

### **2.2.2 Special Criteria for Collective Eligibility: Adequate representation by gender**

*Gender must be adequately represented on the Board of Directors (by 25% of all members of the Board of Directors), a criterion which is taken into account by the Nominations and Remuneration Committee when submitting proposals for the appointment of members of the Board of Directors. According to this Suitability Policy, the Board of Directors must always ensure time in general to ensure equal treatment and equal opportunities between the sexes. This aspect extends beyond the selection of members of the Board of Directors to the provision of training to the members of the Board of Directors.*

### **3. Diversity criteria**

*In order to promote an appropriate level of differentiation in the Board of Directors and a diverse group of members, the Company implements an Equal Opportunities and Diversity Policy when appointing new members of the Board of Directors. In addition to adequate gender representation, the selection of new members for the Company's Board of Directors shall not be excluded on grounds of discrimination based on sex, race, color, nationality or social origin, religion or belief, property, birth, disability, age or sex. The current Equal Opportunities and Diversity Policy is posted on the Company's website: [www.fourlis.gr](http://www.fourlis.gr)*

### **4. Nomination and Remuneration Committee**

*The Committee for the Nomination and Remuneration of the Company has been established on the basis of no. 11 and 12 of L.4706 / 2020, in order to support the Board of Directors, in fulfilling its obligations to shareholders, regarding ensuring that the nomination of candidates for the Board of Directors is done in a meritocratic and objective manner, in order to ensure smooth succession of its members as well as the top executives with the aim of the long-term success of the Company. In the*

context of its role, the Nominations and Remuneration Committee identifies and proposes to the Board of Directors persons suitable for the acquisition of the status of a member of the Board of Directors, based on a procedure provided in the Internal Regulation Charter. For the selection of the candidates, it takes into account the factors and criteria determined by the Company, in accordance with the Suitability Policy that it adopts.

The Nomination and Remuneration Committee formulates proposals to the Board of Directors regarding the Remuneration Policy submitted for approval to the General Meeting (law 4548/2018, no. 112) and the remuneration of persons falling within the scope of the Remuneration Policy and executives of the Company, in particular the head of the Internal Audit Department and examines the information included in the final draft of the annual salary report, providing its opinion to the Board of Directors before submitting the report to the General Meeting. The remuneration policy and practices adopted by the Company are characterized by fairness and responsibility and clearly link the performance of the Company with that of the individual.

In the context of its role, the Committee for the Nominations and Remuneration:

- Participates in the determination of the selection criteria and the procedures for the promotion of the members of the Board of Directors.
- Submits proposals for the Diversity Policy including gender balance.
- Submits proposals to the Board of Directors for the nomination of its candidate members in the context of the approved Suitability Policy.
- Carries out the process of determining and selecting candidate members of the Board of Directors within the approved Suitability Policy.
- Submits proposals to the Board of Directors for the revision of the Suitability Policy if required.
- Periodically evaluates the size and composition of the Board of Directors and submits proposals for consideration regarding its desired profile.
- Evaluates the existing balance of qualifications, knowledge, views, skills, experience related to corporate goals as well as between the sexes and based on this evaluation, describes the role and skills required to fill vacancies.
- Informs the Board of Directors about the results of the implementation of the Suitability Policy of the members of the Board of Directors and the taking of any measures in case of deviations.
- Examines the Annual Remuneration Report of the members of the Board of Directors.
- Submits proposals to the Board of Directors regarding the remuneration of the members of the Board of Directors within the approved Remuneration Policy.
- Submits proposals to the Board of Directors for the revision of the Remuneration Policy if required.
- Informs the Board of Directors about the results of the implementation of the Remuneration Policy of the members of the Board of Directors and the taking of any measures in case of deviations.
- Submits proposals to the Board of Directors regarding the salaries of the Company's executives, in particular the head of the Internal Audit department.

## **5. Diversity criteria**

In exceptional cases, deviation from the Policy is temporarily allowed, whenever deemed necessary by the Board of Directors, in order to serve the long-term interests of the Company as a whole and to ensure its viability. Any derogation must be considered and approved by the Board.

## **6. Application, monitoring and amendment to the Suitability Policy**

The Suitability Policy is harmonized with the general framework of corporate governance, the corporate culture and the intention to undertake risks by the Company.

*Procedures necessary for the implementation of the Policy have been set.*

*Monitoring the implementation and effectiveness of the Suitability Policy is the responsibility of the Board of Directors with the assistance of the Internal Audit Unit, the Regulatory Compliance Unit, the Nominations and Remuneration Committee and the Corporate Secretary.*

*It is recommended for the documentation on the approval of the Policy and any amendments thereto to be archived even electronically. Also, a record is kept of the results of the evaluation of the suitability and any discrepancies between the projected and actual individual and collective suitability together with any corrective actions.*

The proposed Suitability Policy of the members of the Board of Directors is available for the investment public from the corporate website <https://www.housemarket.gr>

#### **SUBJECT 8: Election of new Board of Directors.**

**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 elect the new Board of Directors due to the maturity of its duration since it has been elected from the General Assembly Meeting held on 21.06.2016.

The new Board of Directors will be elected for a duration of five (5) years, ending on July 02, 2026 and automatically extended until the first General Assembly meeting following the maturity of its duration.

Based on the proposal of the Nomination and Remuneration Committee, the Board of Directors recommends the election of the following:

1) Mrs. Dafni A. Furlis as Chairman, executive member of the Board of Directors, 2) Mr. Vassilis S. Furlis as Vice President, executive member of the Board of Directors, 3) Mr. David A. Watson as Independent Vice President, independent non-executive member of the Board of Directors, 4) Mr. Panagiotis D. Katiforis as Managing Director, executive member of the Board of Directors, 5) Mr. Apostolos D. Petalas as an executive member of the Board of Directors, 6) Mr. Ioannis A. Costopoulos as a non-executive member of the Board of Directors, 7) Mr. Stylianos M. Stefanou as an independent non-executive member of the Board of Directors.

It is noted that the General Assembly is authorized to elect the independent members of the BoD, according to article 5 § 2 of L.4706/2020. For this reason, the Chairman of the General Assembly proposes the appointment of Mr. David Watson and Mr. Stylianos Stefanou as independent members of the BoD, since they comply with the independence criteria of article 4 of L. 3016/2002 and of par 1 and par 2 of article 9 of L. 4706/2020.

More specifically, the nomination proposals from the Board of Directors for every single nomination, are as follows:

#### **Nomination proposal of Mrs. Dafni A. Furlis as Chairman, executive member of the Board of Directors**

The Board of Directors, proposes Mrs. Dafni A. Furlis to be elected as Chairman, executive member of the Board of Directors for a five-year term that is automatically extended, according to the Law and the Articles of Association, until the date of the Ordinary General Assembly Meeting that will be held after that date.

Mrs. Dafni A. Furlis, who is also a member of the current Board of Directors of the Company elected by the Ordinary General Meeting of 21.06.2016, meets all the criteria of individual suitability based on the Company's Suitability Policy and in particular the adequacy of knowledge and skills, guarantees or and reputation, the absence of conflict of interest, the independence of the crisis and the allocation of sufficient time. The election of Mrs. Dafni A. Furlis is fully

justified as she has knowledge and experience in strategy and development of new activities, significant overall professional development over time, knowledge of the structure of the Group and the segments in which it operates, knowledge and understanding of corporate governance and of the relevant framework of the Company and a deep understanding of the operation of the Audit Committees and Boards of Directors. Mrs. Dafni A. Furlis as a candidate member of the Board of Directors has submitted to the Company a responsible statement that there is no impediment due to the issuance of a final court decision acknowledging her guilt for loss-making company transactions according to L.4548/2018 with connected related parties, within the last year before her election.

The detailed biographical note of Mrs. Dafni A. Furlis is the following:

**Personal Data:**

Nationality: Greek

Year of birth 1966

**Current Positions:**

Executive Vice President of the Board of Directors of Furlis Holdings,

President of Board of Directors of Intersport Athletics SA,

President of Board of Directors of HOUSE MARKET (IKEA)

Member of Board of Directors HOUSE MARKET BULGARIA EAD

**Academic Qualifications**

Degree in General Business BA Deree College

**Previous Professional Experience:**

1989 – 2000 Marketing Department Wholesale of FOURLIS BROS SA.

**Nomination proposal of Mr. Vassilis S. Furlis as Vice President, executive member of the Board of Directors**

The Board of Directors, proposes Mr. Vassilis S. Furlis to be elected as Vice President, executive member of the Board of Directors for a five-year term that is automatically extended, according to the Law and the Articles of Association, until the date of the Ordinary General Assembly Meeting that will be held after that date.

Mr. Vassilis S. Furlis, who is also a member of the current Board of Directors of the Company elected by the Ordinary General Meeting of 21.06.2016, meets all the criteria of individual suitability based on the Company's Suitability Policy and in particular the adequacy of knowledge and skills, guarantees or and reputation, the absence of conflict of interest, the independence of the crisis and the allocation of sufficient time. The election of Mr. Vassilis S. Furlis is fully justified as he has knowledge and experience in management, strategy, development of new activities, significant overall professional development over time including doing business, knowledge of the structure of the Group and the segments in which it operates, knowledge and understanding of corporate governance and of the relevant framework of the Company and a deep understanding of the operation of the Audit Committees and Boards of Directors. Mr. Vassilis S. Furlis as a candidate member of the Board of Directors has submitted to the Company a responsible statement that there is no impediment due to the issuance of a final court decision acknowledging his guilt for loss-making company transactions according to L.4548/2018 with connected related parties, within the last year before his election.

The detailed biographical note of Mr. Vassilis S. Furlis is the following:

**Personal information:**

Nationality: Greek

Year of birth: 1960

**Current positions:**

Chairman of the Board of Directors of FOURLIS HOLDINGS SA, Vice Chairman of the Board of HOUSEMARKET S.A. (IKEA) and member of the Board of Directors of INTERSPORT SA.

Vice Chairman of the Board of IMITHEA SA (Henry Dunant Hospital Center) and member of the Boards of Directors of the Hellenic Foundation for European & Foreign Policy (ELIAMEP) and the Hellenic Society of Environment and Culture.

**Previous Professional Experience:**

He has been a member of the Boards of Directors of the Association of Enterprises and Industries (SEV), of the Hellenic Corporate Governance Council (ESED) of the company SA. TITAN Cement, OTE SA, Piraeus Bank, Vivartia A.E. as well as National Insurance.

In 2004 he was awarded the "Kouros Entrepreneurship" award by the President of the Hellenic Republic.

**Academic Qualifications:**

Master of Science in Management (International Business), Boston University/ Brussels, graduation year 1989

Master of City Planning (Economic Development and Regional Planning), University of California /Berkeley, graduation year 1985

Bachelor of Arts (Honors in Economics and Urban Studies), College of Wooster, graduation year 1983

**Nomination proposal of Mr. David A. Watson as Independent Vice President, independent non-executive member of the Board of Directors**

The Board of Directors, proposes Mr. David A. Watson to be elected as Independent Vice President, independent non-executive member of the Board of Directors for a five-year term that is automatically extended, according to the Law and the Articles of Association, until the date of the Ordinary General Assembly Meeting that will be held after that date.

Mr. David A. Watson, who is also a member of the Audit Committee of the Company elected by the Extraordinary General Meeting of 28.12.2017, meets all the criteria of individual suitability based on the Company's Suitability Policy and in particular the adequacy of knowledge and skills, guarantees or and reputation, the absence of conflict of interest, the independence of the crisis and the allocation of sufficient time. The election of Mr. David A. Watson is fully justified as he has knowledge and experience in auditing and accounting, significant overall professional development over time including doing business, knowledge of the structure of the Group and the segments in which it operates, knowledge and understanding of corporate governance and of the relevant framework of the Company and a deep understanding of the operation of the Audit Committees and Boards of Directors. Mr. David A. Watson as a candidate member of the Board of Directors has submitted to the Company a responsible statement that there is no impediment due to the issuance of a final court decision acknowledging his guilt for loss-making company transactions according to L.4548/2018 with connected related parties, within the last year before his election.

Furthermore, Mr. David A. Watson is an independent third party, as he does not directly or indirectly hold a percentage of voting rights greater than zero party five percent (0.5%) of the Company's share capital and is not dependent to the Company in financial, business, family or other dependent relationships, which may affect his decisions and his independent and objective judgment, does not face any obstacles or incompatibility with any provisions of the relevant legal framework, the applicable Corporate Governance Code and the Rules of Procedure of the Company and therefore he meets the criteria of independence of the provisions of article 4 of Law 3016/2002 and paragraphs 1 and 2 of article 9 of law 4706/2020.

The detailed biographical note of Mr. David A. Watson is the following:

**Personal Data:**

Citizenship: U.S. and Greek (European Union)

Year of birth: 1947

Residences: Casco, Maine, US and Athens, Greece

**Current positions:**

Currently serving as Non-Executive Director on two Boards:

easyGroup Holdings (since 2008), Monaco - easyGroup is the holding company for Sir Stelios Hadji-Ioannou's business interests in various easy-branded businesses. In addition to serving on the board I also serve as a protector for his Trust Company and as a member of the Stelios Philanthropic Foundation

Fourlis SA (since 2016), Athens, listed company on the ASE - Fourlis is a major retailing firm in Greece and southeastern Europe. It operates the IKEA franchise for Greece, Bulgaria and Cyprus. In addition to my role as a non-Executive Director I am also a member of the audit committee of the parent company and an audit committee member of its subsidiary company, Housemarket SA.

**Previous Professional Experience:**

- April 2002 to December 2005

Business Manager at Eurobank

Responsible for Subsidiary Banks in SE Europe, Athens, Greece

- June, 1998 to September, 2001

Managing Director of Piraeus Bank, Athens, Greece

Completed the operational merger of three banks.

- January, 1997 to May, 1998

Country Corporate Officer for Citibank Egypt, Cairo, Egypt

- September, 1990 to December, 1996

CEO of Xiosbank, Athens, Greece

Xiosbank was a start up venture opening for business in 1990 during market deregulation.

- January, 1990 to August, 1990

Deputy Division Risk Manager

Citibank – Middle East and Southern Europe, London, UK

- April, 1987 to December, 1989

Institutional Bank Business Manager for Citibank Greece, Athens, Greece

- June, 1985 to March, 1987

Regional Manager of Business Risk Review

Citibank – South East Asia, Manila, Philippines

- July, 1974 to May, 1985

Citibank Greece

Various Assignments - Corporate Banking

**Academic Qualifications:**

Northeastern University

Boston, Massachusetts

MBA

Elective emphasis on advanced accounting.

Miami University

Oxford, Ohio

BA

Seminars in Banking, Management and Business Strategy.

**Nomination proposal of Mr. Panagiotis D. Katiforis as Managing Director, executive member of the Board of Directors,**

The Board of Directors, proposes Mr. Panagiotis D. Katiforis to be elected as Managing Director, executive member of the Board of Directors for a five-year term that is automatically extended, according to the Law and the Articles of Association, until the date of the Ordinary General Assembly Meeting that will be held after that date.

Mr. Panagiotis D. Katiforis, who is also a member of the current Board of Directors of the Company elected by the Ordinary General Meeting of 21.06.2016, meets all the criteria of individual suitability based on the Company's Suitability Policy and in particular the adequacy of knowledge and skills, guarantees or and reputation, the absence of conflict of interest, the independence of the crisis and the allocation of sufficient time. The election of Mr. Panagiotis D. Katiforis is fully justified as he has knowledge and experience in management, organizational, operational and technological redesign, marketing and sales, development of new activities, significant overall professional development over time, knowledge of the structure of the Group and the segments in which it operates, knowledge and understanding of corporate governance and of the relevant framework of the Company and a deep understanding of the operation of the Audit Committees and Boards of Directors. Mr. Panagiotis D. Katiforis as a candidate member of the Board of Directors has submitted to the Company a responsible statement that there is no impediment due to the issuance of a final court decision acknowledging his guilt for loss-making company transactions according to L.4548/2018 with connected related parties, within the last year before his election.

The detailed biographical note of Mr. Panagiotis D. Katiforis is the following:

Mr. Panagiotis Katiforis is the Managing Director of House Market (IKEA) from 2011 until today. House Market is a subsidiary of FOURLIS A.E. Holdings which operates IKEA stores in Greece, Cyprus and Bulgaria.

From 2007 to 2011 he was General Manager of SARA LEE Hellas. From 2000 to 2007 he was a manager of Kimberly Clark in various positions, responsible in Europe and Greece. From 1994 to 2000 he held various management positions at Beiersdorf Hellas, while from 1985 to 1993 he worked in the family business whose object was the production and marketing of handmade silverware.

From 2011 until today he is a member of the Board of HOUSE MARKET (IKEA) as well as Trade Logistics.

He holds a degree in Marketing Management from the American College of Greece (Deree College) (1993) as well as a postgraduate MBA with a specialization in Finance, from the Strathclyde Business School, Glasgow, Scotland.

He is of Greek nationality, born in 1967, married with one child.

#### **Nomination proposal of Mr. Apostolos D. Petalas as an executive member of the Board of Directors**

The Board of Directors, proposes Mr. Apostolos D. Petalas to be elected as an executive member of the Board of Directors for a five-year term that is automatically extended, according to the Law and the Articles of Association, until the date of the Ordinary General Assembly Meeting that will be held after that date.

Mr. Apostolos D. Petalas, who is also a member of the current Board of Directors of the Company elected by the Ordinary General Meeting of 21.06.2016, meets all the criteria of individual suitability based on the Company's Suitability Policy and in particular the adequacy of knowledge and skills, guarantees or and reputation, the absence of conflict of interest, the independence of the crisis and the allocation of sufficient time. The election of Mr. Apostolos D. Petalas is fully justified as he has knowledge and experience in management, strategy, development of new activities, organizational planning and development, significant overall professional development over time, knowledge of the structure of the Group and the segments in which it operates, knowledge and understanding of corporate governance and of the relevant framework of the Company and a deep understanding of the operation of the Audit Committees and Boards of Directors. Mr. Apostolos D. Petalas as a candidate member of the Board of Directors has submitted to the Company a responsible statement that there is no impediment due to the issuance of a final court decision acknowledging his guilt for loss-making company transactions according to L.4548/2018 with connected related parties, within the last year before his election.

The detailed biographical note of Mr. Apostolos D. Petalas is the following:

#### **Personal Data:**

Nationality: Greek

Year of birth: 1960

#### **Professional Experience:**

2007-Until today                      Fournalis Group

##### Group CEO

- IKEA Franchisee in Greece, Bulgaria, Cyprus
- Intersport Franchisee in Greece, Romania, Bulgaria and Turkey (140 stores)
- Distributor of Samsung, General Electric, Liebherr & Körting companies in Greece and Romania until 2011
- Main tasks include Strategic Directions, Development of New Activities, Organizational Planning & Development, Communication with Investors, Development of relationships with business partners and key shareholders, Setting goals & performance
- Report to the Board of Directors of the Group

1999 - 2006                              PBG (Pepsi Bottling Group), Greece

##### Chairman & CEO



- Responsible for Greece (Production, Sales, Marketing & Distribution) and the Operation of PepsiCo Franchise Operations in Cyprus and the Balkans
- Complete portfolio of Carbonated Soft Drinks, Mineral Water (Natural & Carbonated), Natural Juices, Iced Tea and Isotonic Drinks
- Revenue € 130 million, 3 Production Factories, 200 Distributors, 700 Employees, Distribution Channels (Retail, On the Go, Wholesale, Exports)
- Reference to European and Global Central Administration

1996 - 1998

PEPSICO Greece

Finance Director

Reference to the General Directorate of Greece and the central Financial Administration

1990 – 1995

PEPSICO Greece

Financial Controller

Report to the Chief Financial Officer

1985 – 1990

Colgate–Palmolive Greece

Cash and Costing Manager

Report to the Chief Financial Officer

#### **Academic Qualifications:**

1992-1993

PepsiCo Executives Strategic Development Program (international)

1978-1982

University of Piraeus, Department of Business Administration

#### **Other Information:**

Independent Member of the Board and a member of its Audit Committee

AS Company SA, Member of many Associations in Greece, indicative: SEVT,

SELPE, SEV EASE, Hellenic American Chamber etc.

#### **Nomination proposal of Mr. Ioannis A. Costopoulos as a non-executive member of the Board of Directors**

The Board of Directors, proposes Mr. Ioannis A. Costopoulos to be elected as a non-executive member of the Board of Directors for a five-year term that is automatically extended, according to the Law and the Articles of Association, until the date of the Ordinary General Assembly Meeting that will be held after that date.

Mr. Ioannis A. Costopoulos, who is also a member of the current Board of Directors of the Company elected by the Ordinary General Meeting of 21.06.2016, meets all the criteria of individual suitability based on the Company's Suitability Policy and in particular the adequacy of knowledge and skills, guarantees or and reputation, the absence of conflict of interest, the independence of the crisis and the allocation of sufficient time. The election of Mr. Ioannis A. Costopoulos is fully justified as he has knowledge and experience in management, strategy, transformations and restructurings, significant overall professional development over time including doing business, knowledge of the structure of the Group and the segments in which it operates, knowledge and understanding of corporate governance

and of the relevant framework of the Company and a deep understanding of the operation of the Audit Committees and Boards of Directors. Mr. Ioannis A. Costopoulos as a candidate member of the Board of Directors has submitted to the Company a responsible statement that there is no impediment due to the issuance of a final court decision acknowledging his guilt for loss-making company transactions according to L.4548/2018 with connected related parties, within the last year before his election.

The detailed biographical note of Mr. Ioannis A. Costopoulos is the following:

**Personal Data:**

Citizenship: British

Year of birth: 1956

Residing in UK and Greece

**Current positions:**

**Non-Exec. Board Member of Frigoglass S.A. (since 2015)**

Non-Exec. Board Member of Fourlis S.A. (since 2007) and subsidiary company Housemarket SA (since 2016). Audit Committee Chair for both entities.

Supervisory Board Member of Austriacard AG. (since 2016)

Non-Exec. Board Member of DMEP Ltd, London (since 2020)

Founder and Managing Director of CCML Consulting Ltd (UK) (since 2018)

Senior advisor to PwC's Advisory Services in strategy development and performance enhancement projects (since 2018)

**Previous Professional Experience:**

2015-2020 SETE S.A. Geneva and SETE (London) Ltd. Senior Advisor. Geneva and London.

Based in Geneva, Zurich and subsequently in London worked as Senior Advisor and business consultant for a large Family Office. Most of the work was in the areas of sector and company strategic and investment reviews, business development projects and operational enhancement reviews.

2007-2015 Hellenic Petroleum S.A. Group CEO. Athens.

From 2007 to 2015 as Group CEO led a major transformation and performance-enhancement programme that doubled the Group's EBITDA generation capacity and strengthened the organisation's capabilities while upgrading and modernising the productive assets and focusing more on sustainability.

2004-2007 Hellenic Petroleum S.A. Executive Member of the Board. Athens.

Responsible for the International and Domestic Retail Operations, as well as Corporate Strategy & Business Development. Initiated the development of a new corporate strategy to strengthen the competitiveness of the Group's core activities, broaden its regional footprint and transform it from a local oil refining player into a regional and broader-based energy Group.

2001-2003 Petrola S.A. CEO. Athens.

As CEO, drove a restructuring and cost-cutting programme, enhancing overall competitiveness and helped built market share in the domestic market. Subsequently, went on to develop a new regional growth strategy that led to the merger

with Hellenic Petroleum S.A. and creating a group with the necessary scale to compete in the regional Southeast Europe and East Med. markets.

1997-2000 Johnson & Johnson. Athens and Zug. Regional Director, CEE Region.

As Regional Director, led the J&J Consumer businesses across the CEE region that included ten operating subsidiaries, during a difficult economic period. Achieved a successful turnaround and ensured that the businesses gradually returned to profitability and positive cashflow generation, while ensuring a sustainable future growth path.

1992-1997 Diageo Plc - METAXA. Athens and London. Managing Director

As Managing Director of DIAGEO's operations in Greece following the acquisition of the domestic distillery METAXA, was responsible for transforming and integrating a family-owned business into the global spirits Group. The business was completely and successfully transformed and delivered substantial market share gains and continuous profit growth over the 6-year period.

In addition to the MD's role, served also as the European region Programme Leader for two major Diageo Group initiatives.

1986-1991 Booz Allen & Hamilton. Principal. London.

As a Principal in the London office of this leading management consulting firm, initiated, led and successfully delivered numerous strategy and organizational development assignments for major clients in the financial services and the consumer goods sectors. Many projects led to repeat work and multi-million assignments for clients in Europe and the Middle East.

1982-1986 Chase Manhattan Bank. VP. New York and London.

Served as an Assistant Treasurer in the Corporate Division in New York for two years and as Vice President in Corporate Finance in London doing advisory work in risk management and project finance for European clients.

1980-1982 Procter & Gamble. Brand manager. Geneva.

As a Geneva-based Brand Manager in the Exports & Special Operations Division, was responsible for marketing a broad portfolio of P&G brands in the Arab Gulf markets and managing the local distributors' relationships.

#### **Memberships in Industry Associations:**

2008 to 2015 Member of the Board of SEV, the Hellenic Federation of Enterprises.

2011 to 2015 Vice Chairman of SEV's Sustainability Council.

2005 to 2009 Member of the Board of IOBE, the Institute of Economic Research of the Hellenic Federation of Enterprises.

#### **Education:**

BSc Honours in Economics - University of Southampton UK

MBA - University of Chicago USA

#### **Nomination proposal of Mr. Stylianos M. Stefanou as an independent non-executive member of the Board of Directors.**

The nomination proposal of Mr. Stylianos M. Stefanou as an independent non-executive member of the Board of Directors includes the justification of the proposal, the detailed biographical note of the above candidate member, the assessment of suitability criteria according to Company's suitability policy, as well as the fulfillment of the independence criteria of article 9 of law 4706/2020. This note has been made available to shareholders and the

investing public through the Company's website: [www.housemarket.gr](http://www.housemarket.gr) twenty (20) days at the latest before the General Assembly Meeting.

In more details:

The Board of Directors, proposes Mr. Stylianos M. Stefanou to be elected as a non-executive member of the Board of Directors for a five-year term that is automatically extended, according to the Law and the Articles of Association, until the date of the Ordinary General Assembly Meeting that will be held after that date.

Mr. Stylianos Stefanou, who is also a member of the Audit Committee of the Company elected by the Ordinary General Meeting of 11.06.2020, meets all the criteria of individual suitability based on the Company Suitability Policy and in particular the adequacy of knowledge and skills, guarantees or and reputation, the absence of conflict of interest, the independence of the crisis and the allocation of sufficient time. The election of Mr. Stylianos Stefanou is fully justified as he has knowledge and experience in auditing and accounting, significant overall professional development over time including doing business, knowledge of the structure of the Group and the segments in which it operates, knowledge and understanding of corporate governance and of the relevant framework of the Company and a deep understanding of the operation of the Audit Committees and the Boards of Directors. Mr. Stylianos Stefanou as a candidate member of the Board of Directors has submitted to the Company a responsible statement that there is no impediment due to the issuance of a final court decision acknowledging his guilt for loss-making company transactions according to L.4548/2018 with connected related parties, within the last year before his election.

Furthermore, Mr. Stylianos Stefanou is an independent third party, as he does not directly or indirectly hold a percentage of voting rights greater than zero party five percent (0.5%) of the Company's share capital and is not dependent to the Company in financial, business, family or other dependent relationships, which may affect his decisions and his independent and objective judgment, does not face any obstacles or incompatibility with any provisions of the relevant legal framework, the applicable Corporate Governance Code and the Rules of Procedure of the Company and therefore he meets the criteria of independence of the provisions of article 4 of Law 3016/2002 and paragraphs 1 and 2 of article 9 of law 4706/2020.

The detailed biographical note of Mr. Stylianos Stefanou is the following:

**Personal Data:**

Nationality: Greek and Cypriot

Year of birth: 1962

**Current positions:**

2005 - to date Entrepreneur - MBO of METAXA plant. Exclusive producer of the METAXA brands, Skinos Mastiha, Green Cola soft drinks, 3 Cents soft drinks and other smaller brands.

Haagen-Dazs Master Franchisee in Cyprus and Haagen-Dazs Franchisee in Greece.

2007 - to date Independent BoD Member and Audit Committee Chair of Elgeka SA

2016 - to date Independent BoD Member, Audit Committee and Remuneration Committee Chair of CNP Zois SA.

2020 - to date Independent BoD Member, Audit Committee and Remuneration Committees Chair of CNP Ασφαλιστική & CNP Cyprialife, in Cyprus.

2020 - to date Audit Committee Member of Fourlis Holdings SA and subsidiary company Housemarket SA.

**Previous Professional Experience:**

1985 – 1990 KPMG London Office - Last position, Senior Audit Supervisor

1990 - 1992 METAXA - Financial Planning & Analysis Manager

1992 - 1997	METAXA - Chief Financial Officer
1997 - 1999	METAXA - Managing Director and Head of UDV European Operations
1999 - 2005	METAXA - Managing Director and participation in JV with BOLS BV
2001 - 2004	Independent BoD Member of Hellenic Bank Unit Trust

**Education:**

1982 - 1985	THE LONDON SCHOOL OF ECONOMICS Bsc in Econ Honours (Accounting & Finance)
1985 - 1990	KPMG PEAT MARWICK - London Office

FCA - Member of the Institute of Chartered Accountants in England and Wales

**SUBJECT 9: Redefinition of the Audit Committee and resolution on the format, the composition (number and status of the members) and term of the office.**

The Board of Directors propose to the General Assembly the redefinition of the Company's Audit Committee and specifically they propose that the Audit Committee would be a Board Committee, composed exclusively by non-executive members of the Board of Directors in their majority independent, instead of the current situation, in which the Audit Committee was an independent committee with the participation of a third person (non-member of the Board).

Regarding the composition and the term of the Audit Committee, the Board of Directors suggested that the Audit Committee should be consisted from three (3) non-executive members of the Board of Directors, two (2) at least will be independent non-executive and the duration of its term of office shall be the same as that of the current Board of Directors. The Chairman of the Audit Committee is an independent non-executive member.

The members of the Audit Committee will be appointed by the Board of Directors.