

## ORDINARY SHAREHOLDER MEETING

10-9-2021

UNIBIOS HOLDINGS S.A.

GEMI 232101000

In Fili today, Friday 9th Σεπτεμβέρ 2021 at 14:00 the shareholders of Unibios Holdings met for an Ordinary shareholder meeting at the company's headquarters in VIOPA Ano Liosion, 1<sup>st</sup> and 18<sup>th</sup> Street. The meeting was invited by the board of directors. The meeting was attended in person or by representation by shareholders holding 7,833,261 shares with the right to vote out of a total of 15,625,315 shares, i.e. 47,55% of the total share capital of the company.

**SUBJECT 1:** Submission and approval of the annual Corporate and Consolidated Financial Statements for the financial year ended 31.12.2020 (01. 01.2020 to 31.12.2020), with the relevant Report of the Board of Directors and the Report of the Certified Auditor-Accountant.

The President, after reading the relevant report of the Board of Directors and the report of the external Auditor-Accountant, proposes the approval of the financial statements for the financial year 2020 with the relevant Report of the Board of Directors and the Report of the Certified Auditor.

The results of the vote were as follows:

Vote	Shares	Percentage of Present Shareholders	Percentage of Total Share Capital
FOR	7.833.261	100%	50,13%
AGAINST	0	0%	0%
ABSTAIN	0	0%	0%

**SUBJECT 2 :** Approval of the overall management of the Company by the Board of Directors in accordance with Article 108 of Law 4548/2018 as applicable and exemption of the Certified Auditors - Accountants from any liability for compensation for the financial year from January 1, 2020 to December 31, 2020.

On the 2nd subject, the President proposed the approval of the overall management of the Company by the Board of Directors in accordance with Article 108 of the Law 4548/2018 as applicable and the exemption of Certified Auditors - Accountants from any liability for compensation for the financial year from January 1, 2020 to December 31, 2020. The assembly approved the president's proposal unanimously:

Vote	Shares	Percentage of Present Shareholders	Percentage of Total Share Capital
FOR	7.833.261	100%	50,13%
AGAINST	0	0%	0%
ABSTAIN	0	0%	0%

**SUBJECT 3 :** Approval of the remuneration and compensation of the Members of the Board of Directors for the financial year 2020, approval of the employment of members of the Board of Directors in relation to dependent employment, approval of remuneration of members of the Board of Directors on the basis of a special relationship with the Company and pre-approval of remuneration and compensation for the financial year 2020.

On the third point, the President, after reporting that some members of the Board of Directors are employed by the company and describing the working and cooperation relationships that exist either directly with members of the Board of Directors or with companies controlled by them, asked the General Assembly to approve (1) the employment of members of the Board of Directors in dependent employment relationships, (2) the remuneration of board members based on its special relationship with the Company during the financial year 2020 and (3) to pre-approve the remuneration and compensation for the year 2020

The General Assembly then accepted and approved by a majority (100%) the President's proposals.

Vote	Shares	Percentage of Present Shareholders	Percentage of Total Share Capital
FOR	7.833.261	100%	50,13%
AGAINST	0	0%	0%
ABSTAIN	0	0%	0%

**SUBJECT 4 :** Election of a Regular and an Alternate Auditor for the audit of the Company's Financial Statements, as provided for in the relevant Legislation, for the year 2020 and determination of their remuneration.

On the proposal of the Chairman and by a majority of 100%, the General Assembly approved the proposal of the Audit Committee of the Board of Directors for the election of a Regular and an Alternate Auditor for the audit of the Company's Financial Statements, as provided for in the relevant Legislation, for the financial year 2020 and authorised the Board of Directors to negotiate for their remuneration. Mr. Gregory Mantzaris (A.M. SOEL 31561) was elected as the company's Regular Auditor for the year 2020 and Mr. Pantelis Papaioannou (A.M. SOEL 28271) was elected as his alternate, both are members of the Audit Firm ACES Certified Auditors S.A. ("ACES AUDITORS S.A") with A.M. SOEL 159. Natural persons participating in the Board of Directors did not take part in this vote as provided for in Article 124(8) of Law 4548/2018. The results of the vote were as follows:

Vote	Shares	Percentage of Present Shareholders having the right to vote on this issue	Percentage of Total Share Capital
FOR	1.861.729	100%	11.91%
AGAINST	0	0%	0%
ABSTAIN	0	0%	0%

**SUBJECT 5** Granting of permission to the members of the Board of Directors of the Company according to Article 98(1) of Law 4548/2018, for their participation as Directors in the Boards of Directors or in the management of other related companies of the Group.

The President has requested authorization pursuant to Article 98(2) of Law 4548/2018, as applicable for the participation of the members of the Board of Directors of the Company as well as its Directors in the Boards of Directors or in the management bodies of other related companies of the Group. The General Assembly accepts the proposal unanimously. The results of the vote were as follows:

Vote	Shares	Percentage of Present Shareholders	Percentage of Total Share Capital
FOR	7.833.261	100%	50,13%
AGAINST	0	0%	0%
ABSTAIN	0	0%	0%

**SUBJECT 6°** : Submission for discussion and adoption of the Remuneration Report of the Board of Directors for the financial year (from 1<sup>n</sup> January 2020 to 31<sup>n</sup> December 2020), in accordance with Article 112(3) of Law 4548/2018, as applicable.

The President reads the company's remuneration report, which is approved by the General Assembly unanimously. The results of the vote were as follows:

Vote	Shares	Percentage of Present Shareholders	Percentage of Total Share Capital
FOR	7.833.261	100%	50,13%
AGAINST	0	0%	0%
ABSTAIN	0	0%	0%

**SUBJECT 7:** Provision of special permission in accordance with Article 100 of Law 4548/2008/2008 as currently applicable to persons as provided for in paragraph 2 of Article 99 for the conclusion of contracts with the Company and its subsidiaries.

The President said that with the introduction of Law 4548/2008 this matter is the responsibility of the Board of Directors and that there is currently no proposal for approval.

**SUBJECT 8:** Announcement to the General Assembly of the resignation and replacement of members of the Board of Directors of the Company. Approval of the Changes and Confirmation of new Independent Director. Announcement and Approval of the Establishment and reorganization of Audit and Compensation & Remuneration Committees and restructuring of the Board of Directors

The President informs the Assembly that Mr. Alexandros Kalogirou and Mr. Ioannis Panagiotakopoulos resigned from the Board in order to facilitate the reorganisation of the Board of Directors in accordance with law 4706/2020.

He then reads the decision of the Board of Directors of 12/7/2021, which was registered legally and on time at the General Commercial Registry and with whom Mrs. Maria Bourla of Charalambous was elected as an

Independent NON-Executive Member of the Board of Directors in place of Mr. Ioannis Panagiotakopoulos also an Independent NON-Executive Member, it was also decided that the resigning Mr. Alexandros Kalogirou will not be replaced. Subsequently, the Board of Directors was reconstituted into a body, the Remuneration and Nominations Committee was formed for the first time and the Audit Committee was regrouped accordingly.

The present Annual General Meeting of the Shareholders of the Company will decide on the final election of Mrs. Maria Bourla as an independent non-Executive Member. She has all the formal and substantive statutory qualifications and conditions for obtaining this status (par. 1 article 4 of Law 3016/2002, par. 1 and 2 article 9 of Law 4706/2020 from its entry into force and par. 1 article 44 of Law 4449/2017).

He goes on to point out to the body that according to the Law:

- The General Meeting may decide to replace those elected by the Board of Directors even if no relevant item has been listed on the agenda (article 82 par. 1, last paragraph, of Law 4548/2018) and that
- The General Meeting may decide to attribute the status of independent non-executive member for the subsequent period, either to the new member that the Board of Directors elected, or to another existing member or to a new member to be elected by the General Assembly, who will meet the independence criteria of the independent non-executive member, for the period until the end of the term of office of the resigned independent non-executive member.

Subsequently, the President informs the body that the Board of Directors, in accordance with the current regulatory framework, recommends to the Annual General Meeting to ratify the election of the above, and to appoint her as a final independent non-executive member of the Board of Directors, in place of the resigned Mr. Ioannis Panagiotakopoulos, for the period until the end of his term on 20.09.2024, extended until the date of the first Annual General Meeting after the expiration of the five-year term, as the Board found out that she satisfies and meets all the requirements of the law and all the independence criteria of article 4 of Law 3016/2002, as replaced and in force by article 9 par. 1 and 2 of Law 4706/2020.

It should be noted that in particular, as the Board of Directors examined and unanimously found, the new independent member of the Board of Directors has all the formal and substantive statutory qualifications and conditions for the acquisition of this status (par. 1 article 4 of the Law 3016/2002, as in force, and paragraph 1 and 2 article 9 of Law 4706/2020 as in force and par. 1 article 44 of Law 4449/2017 as in force), fulfilling all the criteria and guarantees of independence provided for both by the provisions of article 4 of Law 3016/2002 and by all the criteria and guarantees of independence already provided for by the provisions of article 9 par. 1 and 2 of Law 4706/2020, as in force and in general of the legislation in force, in order for the Company to comply with this new law (4706/2020) from its entry into force on 17/07/2021.

At this point it was pointed out that Mrs. Bourla has declared before the Board, like all other independent members, that she meets the conditions and criteria for independence of the above provisions, that is, that she does not directly or indirectly hold a percentage of voting rights greater than half of a percent (0.5%) of the Share Capital of the Company and that she is free from financial, business, family or other types of dependency relationships, which may affect its decisions and its independent and objective judgment, such as this (the relationship of dependence) is specified in the cases of paragraph 2 of article 9 of Law 4706/2020, while undertaking the obligation to inform the Board of Directors of the Company in case that during its term of office some of the above statements or some of the conditions set by law cease to apply to it.

Finally, it is noted that the candidate members of the Board of Directors meet the criteria of individual and collective suitability set out in article 3 of Law 4706/2020 and in no. 60/2020 Circular of the Hellenic Capital Market Commission as well as in the company's Eligibility Policy proposed for approval by this General Meeting.

Mrs. Bourla's curriculum vitae was made available to the members present and has been posted on the company's website since the day of her election.

The General Meeting accepts the proposal of the Board of Directors for the election of Mrs. Bourla as an independent non-executive member and approves all other changes included in the read minutes of the Board of Directors in the composition and formation of the Board of Directors and in particular approves the composition of the Audit Committee by a majority of (100%). The results of the vote were as follows:

Vote	Shares	Percentage of Present Shareholders	Percentage of Total Share Capital
FOR	7.833.261	100%	50,13%
AGAINST	0	0%	0%
ABSTAIN	0	0%	0%

**SUBJECT 9** : Approval of the Eligibility (suitability) Policy for the Proposed Members of the Board of Directors in accordance with paragraph 3 of Article 3 of Law 4706/2020. This policy has already been adopted by the Board of Directors in accordance with paragraph 1 of that Article. Updating of the Assembly on the company's new internal procedure rulebook

The President informs the Meeting about the Eligibility (Suitability) Policy of the Proposed Members of the Board of Directors, which has already been approved by the Board of Directors. The policy that is already posted on the company's website is read. The General Assembly is then informed of the new company rulebook of procedure. Finally, the meeting approves the suitability policy of the Members of the Board of Directors by a majority of (100%). The results of the vote were as follows:

Vote	Shares	Percentage of Present Shareholders	Percentage of Total Share Capital
FOR	7.833.261	100%	50,13%
AGAINST	0	0%	0%
ABSTAIN	0	0%	0%

**SUBJECT 10**: Authorization to the Board of Directors, for a period of five years, in accordance with paragraph 1(b) of Article 24 of Law 4548/2018 in order to have the right by decision, taken by a majority of at least two thirds (2/3) of all its members, to increase the capital in part or in whole by issuing new shares, for an amount which may not exceed three times the share capital currently deposited, i.e. up to the amount of €14,064,583.50. The issued shares may be offered at a price higher than the current stock exchange price at the time of the exercise of the right and the Governing Council is also authorised to dispose of them by limiting or even abolishing the right of preference in accordance with paragraph 4 of Article 27 of Law 4548/2018.

The President reminds the Assembly that the relevant authorization to the Board of Directors that was given under law 2190/1920 has now expired and proposes its renewal under the terms that he describes in detail as follows: for a period of five years, the Board of Directors must have the right by decision, taken by a majority of two thirds (2/3) of all its members, to increase the capital in part or in full with the issuance of new shares, for an amount that cannot exceed three times the current share capital deposited, i.e. up to the amount of €14,064,583.50. The issued shares should be allowed to be disposed at a price higher than the current

exchange price at the time of ex-rights and also the Board of Directors should be authorized to be able to dispose of them by limiting or even abolishing the pre-emption right of existing shareholders in accordance with the provisions of paragraph 4 of article 27 of Law 4548/2018. The shareholders after discussion approved the proposal by a majority vote (100%). The results of the vote were as follows:

Vote	Shares	Percentage of Present Shareholders	Percentage of Total Share Capital
FOR	7.833.261	100%	50,13%
AGAINST	0	0%	0%
ABSTAIN	0	0%	0%

**SUBJECT 11:** Reports from independent members of the Board of Directors, as provided for in paragraph 5 of Article 9 of Law 4706/2020. Submission of the Audit Committee's Report for the year 2020.

The relevant reports are read and the report of the Audit Committee's actions is approved by the shareholders by a majority of (100%). The results of the vote were as follows:

Vote	Shares	Percentage of Present Shareholders	Percentage of Total Share Capital
FOR	7.833.261	100%	50,13%
AGAINST	0	0%	0%
ABSTAIN	0	0%	0%

**SUBJECT 12 :** Other Announcements

The planned announcements were made to the General Meeting, followed by a discussion with the shareholders. There is no vote.