



**FOURLIS HOLDINGS S.A.**

**G.E.MI.: 258101000**

*(Former COMPANY REG. NO.: 13110/06/B/86/01)*

**To:**

**ATHENS STOCK EXCHANGE SA**

**110 Athinon Ave.,**

**104 42 Athens**

**RE: Resolution of the Annual Ordinary General Meeting of the Shareholders of the Company, held on 17.07.2022**

Ladies and Gentlemen,

In relation to our Annual Ordinary General Meeting of the Shareholders of our Company that was held on Friday, June 17, 2022, we would like to inform you on the following:

- a) The total number of shares on the day of the convention of the Annual General Meeting was 52.131.944 ordinary shares. Each ordinary share provides one voting right (with the exception of own treasury stocks).
- b) On 12/06/2022 (Record date) , the Company held 1.400.048 own (Treasury) stocks, for which any representation rights and voting rights in the General Meeting are suspended and which are not taken into consideration for the calculation of the required quorum.
- c) At the Ordinary General Meeting of the Shareholders of the Company present or represented in time, were shareholders owners of 25.165.010 shares out of 50.731.896 total number of shares-voting rights, which corresponds to 49,60% (excluding the treasury stock shares).

It is noted that the option of choosing alternative ways for their participation in the Ordinary General Meeting of the Company was granted to its shareholders, in accordance with the specifically mentioned in the invitation of 23.05.2022 regarding the Convocation the Ordinary General Meeting, and not through live presence. For this purpose, prior to the convocation of the General Meeting the Company confirmed that the option of the shareholders to actively participate in it and to exercise their rights, has been adequately secured, pursuant to the procedures specified in the invitation for the convocation of the Ordinary General Meeting as of 23.05.2022.

**The Ordinary General Meeting of Shareholders reached the following decisions:**

**SUBJECTS ON THE AGENDA**

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 1/1/2021 - 31/12/2021.**

**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.**

**Total number of valid votes: 25.165.010 or 100,00%**

**Number of votes 'For': 24.997.997 or 99,34%**

**Number of votes 'Against': 0 or 0,00%**

**Number of votes 'Abstain': 167.013 or 0,66%**

The Chairman of the General Assembly submitted for approval by the General Assembly: the Annual Financial Statements, the Board of Directors Report for the Financial Year 2021, the Explanatory Board of Directors' Report, the Independent Auditors Report for the period 01/01/2021 - 31/12/2021, the explanatory report of Article 4 of L.3556/2007, the activities report of the Audit Committee in accordance with the article 44 par. 1 of L.4449/2017 as well as the Statement of Corporate Governance in accordance with article 152 and 153 of L.4548/2018 for the period 01/01/2021 - 31/12/2021.

The General Assembly **approved** the proposed subject.

**2. Distribution of Dividend from the Profits of the financial year 1/1/2021-31/12/2021 and from the profits of previous years.**

**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.**

**Total number of valid votes: 25.165.010 or 100,00%**

**Number of votes 'For': 25.165.010 or 0%**

**Number of votes 'Against': 0 or 0,00%**

**Number of votes 'Abstain': 0 or 0,00%**

The Chairman of the General Assembly proposed to the shareholders the making of a resolution for the distribution of the total dividend amounting to eleven Eurocents (€ 0,11) per share, according to articles 160 and 161 of L.4548/2018, which is generated: a) partly from the net profits of the financial year 1/1/2021 – 31/12/2021 after the deduction of the withholding amount for the formation of statutory reserve, by the amount of €4.190.422,45 under IFRS (total net profits € 4.410.971) and b) partly from the profits of previous years, by the amount of € 1.391.076,11. Since the own treasury shares do not receive dividend, the distributed final amount of the dividend will be incremented, taking into consideration the amount of the dividend that will correspond to the treasury shares, acquired after 23.05.2022 (date of the invitation of the AGM) and owned by the company on the ex-Dividend Date. Further, it was proposed that Friday 01.07.2022 should be the date for the determination of the beneficiaries of the Dividend (Record Date), Thursday, 30.06.2022 should be the ex-dividend date, and Wednesday, 06.07.2022 should be the date for the commencement of payment of the dividend, in accordance with the Company's announcements under the Financial Calendar of the year 2022. The dividend's amount is subject to withholding tax, provided by law, and its payment shall be made through the beneficiaries' operators, as defined in the Regulation of the Athens Stock Exchange.

The General Assembly **approved** the proposal of the Chairman of the General Assembly and decided the distribution of the total dividend amounting to eleven Eurocents (€ 0,11) per share, as mentioned above.

**3. 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.**

**Total number of valid votes: 25.165.010 or 100,00%**

**Number of votes 'For': 24.977.697 or 99,26%**

**Number of votes 'Against': 20.300 or 0,08%**

**Number of votes 'Abstain': 167.013 or 0,66%**

The Chairman of the General Assembly proposed the approval of the overall management of the Company for the financial year 2021, in accordance with the provisions of Article 108 of Law 4548/2018 and the discharge of the Independent Auditors that audited the financial statements from any liability.

The General Assembly **approved** the proposed subject.

**4. 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 1/1/2022 - 31/12/2022 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.**

**Total number of valid votes: 25.165.010 or 100,00%**

**Number of votes 'For': 24.871.313 or 98,83%**

**Number of votes 'Against': 293.697 or 1,17%**

**Number of votes 'Abstain': 0 or 0,00%**

The Chairman of the General Assembly proposed the election of the chartered accountant-auditor company "ERNST & YOUNG (HELLAS) CERTIFIED AUDITORS ACCOUNTANTS SA" for the review of the consolidated and Company's financial statements for the financial year 2022.

Finally, the Chairman of the General Assembly proposed for the year 2022 as regards the remuneration of the auditors for the audit of the Financial Statements (Company and Consolidated), for drafting and issuing the Audit Report, including any expenditure related to audit, to authorize the Board of Directors for the exact determination of the above remuneration up to the amount of €40.000,00 plus VAT, according to the relevant offer of the above auditing firm.

The General Assembly **approved** the proposed subject.

**5. Approval of members of the Board of Directors' remuneration for the period 1/1/2021 - 31/12/2021 and preliminary approval of members of the Board of Directors' remuneration for the period 1/1/2022 - 31/12/2022 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.**

**Total number of valid votes: 25.165.010 or 100,00%**

**Number of votes 'For': 24.606.313 or 97,78%**

**Number of votes 'Against': 293.697 or 1,17%**

**Number of votes 'Abstain': 265.000 or 1,05%**

As regards the remuneration of the Board of Directors for the financial year 2021 and the preliminary approval of their remuneration for the financial year 2022, the Chairman proposed to the General Assembly the following:

- a) To approve the remuneration of € 578.665 paid for the financial year 2021 to its members.
- b) To pre-approve the remuneration that has already been paid or will be paid in the financial year 2022 to the members of the Board of Directors to a maximum amount of € 660.000 and to authorize the Board of Directors of the Company to determine, within the context of the maximum amount, the exact remuneration amounts and the time of their disbursement.

The General Assembly **approved** the proposed 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 Chairman of the General Assembly informed the Shareholders that the Audit Committee has submitted to the General Assembly its Activity Report for the financial year 01/01/2021 – 31/12/2021 according to the provisions of article 44 par.1 of L.4449/2017 as it was amended by article 74 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 01/01/2021 – 31/12/2021. The Annual Activity Report has been made available to the shareholders and the investment public via the Company's webpage: <https://www.fourlis.gr>, whereas it has also been included as a separate report in the Annual Financial Report of the Company for the year 2021.

**7. Submission of the Report of the independent non-executive members of the Board of Directors in accordance with article 9 par.5 of L.4706/2020.**

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

The Chairman of the General Assembly informed the Shareholders that the Independent Vice-Chairman of the Board of Directors, in his capacity as Senior Independent Advisor of the Company and in respect of the shareholders' information about the activities of the independent non-executive members of the Board of Directors during the corporate financial year 1/1/2021 - 31/12/2021, has submitted to the General Assembly a relevant Report according to article 9 par.5 of L.4706/2020.

The aforementioned Report of the independent non-executive members of the Board of Directors has been made available to the shareholders and to the investment public via the Company's webpage: <https://www.fourlis.gr/>

**8. Submission for discussion and voting of the Remuneration Report for the financial year 1/1/2021 - 31/12/2021 in accordance with article 112 par. 3 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.**

**Total number of valid votes: 25.165.010 or 100,00%**

**Number of votes 'For': 24.294.131 or 96,54%**

**Number of votes 'Against': 605.879 or 2,41%**

**Number of votes 'Abstain': 265.000 or 1,05%**

The Chairman of the General Assembly submitted for discussion and voting in the General Assembly, the Remuneration Report of the Board Members for the financial year 01/01/2021 - 31/12/2021 according to the provisions of article 112 par.3 of L.4548/2018, which has been made available to the shareholders and the investment public on the corporate website <https://www.fourlis.gr>.

The Remuneration Report contains a comprehensive overview of the total remunerations received by the Board Members during the financial year 2021, as well as all the required information dictated by article 112 par. 2 of L.4548/2018 and has been drawn up with diligence by the Board of Directors, and according to the Remuneration Policy, as currently in force after its revision by the Ordinary General Meeting of Shareholders of 18.06.2021, after taking into consideration the relevant suggestions of the Company's Nomination and Remuneration Committee. The Company's auditors have examined whether and to what extent the information of article 112 of L. 4548/2018 have been provided.

It is noted that the shareholders' vote on the Remuneration Report has an advisory character, according to article 112 par. 3 of L. 4548/2018.

The General Assembly **approved** the proposal of the Chairman and voted in favor of the submitted Remuneration Report of the Board Members for the financial year 2021.

**9. Election of new Board of Directors and appointment of independent members.**

**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.**

**Total number of valid votes: 25.165.010 or 100,00%**

**Number of votes 'For': 21.646.569 or 86,02%**

**Number of votes 'Against': 3.518.441 or 13,98%**

**Number of votes 'Abstain': 0 or 0,00%**

The Chairman of the General Assembly informed the Shareholders the General Assembly is called in order to elect a new Board of Directors, due to the expiry of the term of office of the Board of Directors elected by the General Assembly of 16.06.2017.

The term of office of the new Board of Directors shall be five years, ending on 17.06.2027 and extended automatically, according to the Law and the Articles of Association, until the meeting date of the Ordinary General Assembly that will be convoked after that date.

Under a relevant proposal of the Nomination and Remuneration Committee, stated on the basis of the fulfillment of the conditions and the criteria provided by the applicable regulatory framework and the Rules of Operation of the Company, and the Regulations and Policies, that govern the applied framework of corporate governance, the Board of Directors proposes the reelection of the following eight (8) out of the nine (9) existing today members of the BoD, thus of Messrs Vasileios Fourlis of Stylianos, Dafni Fourlis of Anastasios, Lida Fourlis of Stylianos, Apostolos Petalas of Demetrios, David Watson of Arthur, Stylianos Stefanou of Markos, Maria Georgalou of Sofoklis, and Nikolaos Lavidas of Panagiotis, and also of Mrs Stavroula Kampouridou of Alexandros as a new member of the BoD.

It is noted that the General Assembly is competent to appoint the independent members of the BoD, pursuant to article 5 § 2 of the L.4706/2020 on corporate governance. In this light, the appointment of Messrs David Watson of Arthur, Stylianos Stefanou of Markos, Maria Georgalou of Sofoklis, Nikolaos Lavidas of Panagiotis, and Stavroula Kampouridou of Alexandros as independent members of the BoD, is proposed to the General Assembly, since they fulfill the independence criteria of paragraphs 1 and 2 of article 9 of L.4706/2020, as this has been established by the Nomination and Remuneration Committee and explicitly confirmed by the Board of Directors to the General Assembly.

The evaluation of the composition of the Board of Directors by the Nomination and Remuneration Committee and the wording of the relevant proposal according to those specifically mentioned below, intends to be substantially ensured that the Board of Directors and its Committees have the appropriate balance of knowledge, skills, experience, diversity and independence for the purpose of the effective exercise of their duties, both collectively and individually by each one of the proposed for election members of the Board of Directors, who have been assessed as absolutely suitable, so that they can contribute effectively in the tasks and works of the Board of Directors, and can show commitment to their role under the general strategy and the medium-long-term business pursuits of the Company, and aiming at the promotion of the corporate interest. For the assessment and evaluation of the nominated members of the Board of Directors, the Nomination and Remuneration Committee has particularly taken into account:

- The Company's Rules of Operation (Internal Regulation Charter)

<https://www.fourlis.gr/ir/corporategovernance/codes/internalregulationcharter>),

- The approved Fit and Proper Policy of the members of the Board of Directors (Suitability Policy) ([https://www.fourlis.gr/ir/corporategovernance/codes/suitability\\_policy](https://www.fourlis.gr/ir/corporategovernance/codes/suitability_policy)),
- The Hellenic Corporate Governance Code, adopted, applied and implemented by the Company (<https://www.esed.org.gr>),
- The Rules of Operation of the Board of Directors,
- The Policy and Procedure for the Prevention, Detection and Management of Conflicts of Interests of the Company

[https://www.fourlis.gr/Files/IR/Corporate%20Governance/el/ConflictOfInterestPolicy\\_el.pdf](https://www.fourlis.gr/Files/IR/Corporate%20Governance/el/ConflictOfInterestPolicy_el.pdf)),

- The Equal Opportunities and Diversity Policy of the Company (<https://www.fourlis.gr/ir/corporategovernance/codes/equalopportunities/>),
- The annual report of the independent non-executive members of the Board of Directors,

- The skills, the experience, the knowledge sufficiency, the ethics and reputation guarantees and the remaining qualifications of the above nominated members of the Board of Directors, as these data originate on the basis of their detailed CVs as well, which are uploaded in the Company's webpage (<https://www.fourlis.gr>), and the implementation of the applicable procedure for attraction and selection of the nominated members of the BoD, in respect of which, for the evaluation of the individual suitability and the statement of the proposal on the election of Mrs Stavroula Kampouridou as a new member of the BoD, the relevant positive proposal of an external advisor has been taken into account.
- The provisions of the articles 1 - 24 of L.4706/2020 on corporate governance, applied in the society anonymes with shares or other securities listed in a regulated market in Greece supplementarily to the provisions of L.4548/2018.

Under the aforementioned, the Nomination and Remuneration Committee of the Company has established the following:

- That the requirement of the adequate representation of females in the Board of Directors has been fulfilled, according to the adopted provision of the article 3 § 1 lit. b' of L. 4706/2020, since the participation of four (4) women-members of the BoD (Dafni Fourlis, Lida Fourlis, Maria Georgalou, Stavroula Kampouridou) exceeds the respective numerical law requirement/threshold ( $25\% \times 9 \text{ members} = 2,25$ , rounded to the previous integer number, that is minimum two (2) women-members of the Board of Directors).
- That the participation of five (5) independent non-executive members of the Board of Directors, that is of Messrs David Watson, Stylianos Stefanou, Maria Georgalou, Nikolaos Lavidas and Stavroula Kampouridou exceeds the requirement of the minimum number of independent non-executive members of the Board of Directors, that originates from the article 5 § 2 of L. 4706/2020 ( $1/3 \times 9 \text{ members} = \text{minimum } 3 \text{ independent non-executive members}$ ).
- That the independence criteria of the independent non-executive members of the BoD, provided by the articles 9 §§ 1, 2 of L. 4706/2020 are met.
- That the suitability criteria of the members of the BoD, specified under the Fit and Proper Policy of article 3 of L. 4706/2020, adopted by the Ordinary General Meeting of Shareholders of the Company of 18.06.2021, the Rules of Operation of the Company, a summary of which has been uploaded in the company's webpage, the Rules of Operation of the Board of Directors and the remaining applicable regulatory framework, are met. More specifically, the following have been established: a) the individual suitability of each one nominated member of the Board of Directors separately, both as regards the adequacy of knowledge and skills, taking into account the academic and professional education titles and diplomas as well, for the execution of the tasks and duties of the member's role, the adequacy of his/her professional experience and the abilities that are required as prerequisites by the Company, and the absence of any impediments or incompatibilities related to the personality of each member, the honesty, the integrity and the availability, and b) the collective suitability of the Board of Directors, since it has been determined that its composition reflects the knowledge, the skills, and the experience required for the exercise of its duties and responsibilities, and the members of the BoD collectively possess the required skills in the presentation of their opinions, as well as that all business sectors operated by the Company and the Group are collectively covered by the adequate know-how of its members (retail sales of household equipment and furniture, retail sales of sport items, other retail sale business, investments in real estate, provision of supply-chain services, provision of business administration services, e-commerce), as well as associated fields (indicatively: finance and capital markets).

More specifically as regards the proposed five (5) independent members to be elected, the Board of Directors confirms to the General Assembly that they meet the independence criteria of the article 9 of L.4706/2020.

In particular, the proposals of the Board of Directors on each one of the above nominated members of the Board of Directors for a five-year term of office expiring primarily on 16.07.2027, and automatically extended, according to the Law and the Articles of Association, until the meeting date of the Ordinary General Assembly that will be convoked after the above date, have as follows:

**Recommendation on the nomination proposal of Mr.Vasileios Furlis**

Mr. Vasileios Furlis meets all criteria of individual suitability of the Fit and Proper Policy of the Company, and, more specifically, the adequacy of knowledge and skills, the ethics and reputation guarantee, the absence of conflict of interests, the independent judgement, and the allocation of sufficient time. The election of Mr. Vasileios Furlis is fully justified, since he possesses knowledge and experience in the organization, management and operation model of the Company, in the commodities and services of the Group and in the business model and the strategy applied by the Company in general, significant total professional development over the years, knowledge and understanding of corporate governance issues and of the relevant framework of the Company and understanding of the functions and of the operation of the Boards of Directors. Mr. Vasileios Furlis as a nominated member (candidate) of the Board of Directors has submitted to the Company a solemn declaration stating that the impediment of issuance of a final court decision, within the last year prior to his election, that acknowledges his fault and liability for loss-making transactions of the Company under L. 4548/2018 with affiliated/associated parties, does not apply.

Mr. Vasileios Furlis detailed CV has as follows:

**Personal information:**

Nationality: Hellenic

Year of Birth: 1960

**Current Positions:**

Chairman of the Board of Directors of FOURLIS HOLDINGS SA, Chairman of the Board of Directors and CEO of TRADE ESTATES REIC, Vice Chairman of the Board of Directors of HOUSEMARKET SA (IKEA), Chairman of the Board of Directors of INTERSPORT SA.

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 (HCGC), and also a member of the BoD's of the companies TITAN Cement SA, OTE SA, IMITHEA SA (Henry Dunant Hospital Center), Piraeus Bank, Vivartia SA. and The Ethniki Hellenic General Insurance Company SA.



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

**Academic Qualifications:**

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

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

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

**Recommendation on the nomination proposal of Mrs Dafni Furlis**

Mrs. Dafni Furlis meets all criteria of individual suitability of the Fit and Proper Policy of the Company, and, more specifically, the adequacy of knowledge and skills, the ethics and reputation guarantee, the absence of conflict of interests, the independent judgement, and the allocation of sufficient time. The election of Mrs. Dafni Furlis is fully justified, since she possesses knowledge and experience in the organization, management and operation model of the Company, in the commodities and services of the Group and in the business model and the strategy applied by the Company in general, significant total professional development over the years, knowledge and understanding of corporate governance issues and of the relevant framework of the Company and understanding of the functions and of the operation of the Boards of Directors. Mrs. Dafni Furlis as a nominated member (candidate) of the Board of Directors has submitted to the Company a solemn declaration stating that the impediment of issuance of a final court decision, within the last year prior to her election, that acknowledges her fault and liability for loss-making transactions of the Company under L. 4548/2018 with affiliated/associated parties, does not apply.

Mrs. Dafni Furlis detailed CV has as follows:

**Personal Information:**

Nationality: Hellenic

Year of Birth: 1966

**Current Positions:**

Vice-Chairman of the BoD of FOURLIS HOLDINGS SA, Chairman of the BoD of HOUSEMARKET SA and Vice-Chairman of the BoD of INTERSPORT ATHLETICS SA

**Previous Professional Experience:**

FOURLIS BROTHERS SA (currently "FOURLIS HOLDINGS SA).

**Academic Qualifications:**

Business Administration diploma awarded by The Deree College

**Recommendation on the nomination proposal of Mr. Apostolos Petalas**

Mr. Apostolos Petalas meets all criteria of individual suitability of the Fit and Proper Policy of the Company, and, more specifically, the adequacy of knowledge and skills, the ethics and reputation guarantee, the absence of conflict of interests, the independent judgement, and the allocation of sufficient time. The election of Mr. Apostolos Petalas is fully justified, since he possesses knowledge and experience in the organization, management and operation model of the Company, in the commodities and services of the Group and in the business model and the strategy applied by the Company in general, significant total professional development over the years, knowledge and understanding of corporate governance issues and of the relevant framework of the Company and understanding of the functions and of the operation of the Boards of Directors. Mr. Apostolos Petalas as a nominated member (candidate) of the Board of Directors has submitted to the Company a solemn declaration stating that the impediment of issuance of a final court decision, within the last year prior to his election, that acknowledges his fault and liability for loss-making transactions of the Company under L. 4548/2018 with affiliated/associated parties, does not apply.

Mr. Apostolos Petalas detailed CV has as follows:

**Personal information:**

Nationality: Hellenic

Year of Birth: 1961

**Experience:**

2007-To date Fournalis Group

- Managing Director of FOURLIS HOLDINGS SA, Executive Member of the BoD of FOURLIS HOLDINGS SA, Non-executive member of the Board of Directors of TRADE ESTATES SA, member of the Audit Committee of TRADE ESTATES SA

- IKEA Franchisee in Greece, Bulgaria, Cyprus
- Intersport Franchisee in Greece, Romania, Bulgaria, Cyprus and Turkey (140 stores)
- Distributor of Samsung, General Electric, Liebherr & Körting companies in Greece and Romania until 2011
- Main duties 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

President & CEO

- Responsible for Greece (Production, Sales, Marketing & Distribution) and the Operation of PepsiCo Franchise Operations in Cyprus and the Balkans

- Complete portfolio of Soft Drinks, Mineral Water (Natural & Aerated), 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 Government

1996 - 1998	PEPSICO Greece
	<u>CFO</u>
	Report to the General Directorate of
	Greece and to 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

Independent Member of the Board of Directors, Independent Vice Chairman, Chairman of the Audit Committee and Chairman of the Nominations and Remuneration Committee of the listed company AS Company SA.

Member of many Associations in Greece, for example: SEVT, SELPE, SEV EASE, Hellenic American Chamber, etc.

**Education:**

1992-1993 PepsiCo Executives Strategic Development Program (international)

1978-1982 University of Piraeus, Department of Business

**Recommendation on the nomination proposal of Mrs Lida Furlis**

Mrs. Lida Furlis meets all criteria of individual suitability of the Fit and Proper Policy of the Company, and, more specifically, the adequacy of knowledge and skills, the ethics and reputation guarantee, the absence of conflict of interests, the independent judgement, and the allocation of sufficient time. The election of Mrs. Lida Furlis is fully justified, since she possesses knowledge and experience in the organization, management and operation model of the Company, in the commodities and services of the Group and in the business model and the strategy applied by the Company in general, significant total professional development over the years, knowledge and understanding of corporate governance issues and of the relevant framework of the Company

and understanding of the functions and of the operation of the Boards of Directors. Mrs. Lida Fourlis as a nominated member (candidate) of the Board of Directors has submitted to the Company a solemn declaration stating that the impediment of issuance of a final court decision, within the last year prior to her election, that acknowledges her fault and liability for loss-making transactions of the Company under L. 4548/2018 with affiliated/associated parties, does not apply.

Mrs. Lida Fourlis detailed CV has as follows:

Personal Information:

Nationality: Hellenic

Year of Birth: 1965

Current Positions:

Advisor-Executive Member of the BoD of FOURLIS HOLDINGS SA (since 2008)

Vice-Chairman of the BoD of INTERSPORT ATHLETICS S.A. (since 2005)

President of the BoD of TRADE STATUS SA (DP...am stores) (since 2006)

Social Responsibility Director of FOURLIS Group (since 2008)

Previous Professional Experience:

1989- 1997: FOURLIS BROS SA- Marketing Department

1998-2008: Human Resources Director of FOURLIS Group

Academic Qualifications:

BA - Honours in Economics, American College of Greece – The Deree College

MBA – Amos Tuck School- Darmouth College U.S.A.

**Recommendation on the nomination proposal of Mr. David Watson**

Mr. David Watson meets all criteria of individual suitability of the Fit and Proper Policy of the Company, and, more specifically, the adequacy of knowledge and skills, the ethics and reputation guarantee, the absence of conflict of interests, the independent judgement and the sufficient allocation of time. The election of Mr. David Watson is fully justified, since he possesses knowledge and experience in the organization, management and operation model of the Company, in the commodities and services of the Group and in the business model and the strategy applied by the Company in general, significant total professional development over the years, knowledge and understanding of corporate governance issues and of the relevant framework of the Company and understanding of the functions and of the operation of the Boards of Directors. Mr. David Watson as a nominated member (candidate) of the Board of Directors has submitted to the Company a solemn declaration stating that the impediment of issuance of a final court decision, within the last year prior to his election, that

acknowledges his fault and liability for loss-making transactions of the Company under L. 4548/2018 with affiliated/associated parties, does not apply. Further, Mr. David 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 free from dependent to the Company financial, business, family or other sectors 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 Operations 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.

Mr.David Watson's detailed CV has as follows:

**Personal Data:**

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

Year of birth: 1947

Residences: Casco, Maine, US and Athens, Greece

**Current Job Positions:**

Currently serving as Independent Non-Executive Member in two Boards of Directors:

- easyGroup Holdings (since 2008), Munich - easyGroup is a holding company owned by Mr. Stelios Hadji-Ioannou, engaged in various easy-branded businesses. In addition, he is a member of the Board of Directors, Trustee in the Trust Company and member of Stelios Philanthropic Foundation
- FOURLIS HOLDINGS SA (since 2016), Chairman of the Nomination and Remuneration Committee. He has also served as a member of the Audit Committee of FOURLIS HOLDINGS SA and its subsidiary 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, Citibank Egypt, Cairo, Egypt

- September, 1990 to December, 1996

CEO of Xiosbank, Athens, Greece

Xiosbank was a new start-up venture opening for business established in 1990 due to the market deregulation.

- January, 1990 to August, 1990

Deputy Division Risk Manager

Citibank – Middle East and Southern Europe, London, Great Britain

- 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 – Southeast 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

**Recommendation on the nomination proposal of Mr. Stylianos Stefanou:**

Mr. Stylianos Stefanou meets all criteria of individual suitability of the Fit and Proper Policy of the Company, and, more specifically, the adequacy of knowledge and skills, the ethics and reputation guarantee, the absence of conflict of interests, the independent judgement, and the sufficient allocation of time. The election of Mr. Stylianos Stefanou is fully justified, since he possesses knowledge and experience in the auditing and accounting, significant total professional development over the years including the exercise of professional activity, knowledge of the Group's structure and of its active business sectors, knowledge and understanding of the corporate governance issues and of the relevant framework of the Company, and deep understanding of the

operation and functions of the Audit, Nomination and Remuneration Committees and of the Boards of Directors. Mr. Stylianos Stefanou as a nominated member (candidate) of the Board of Directors has submitted to the Company a solemn declaration stating that the impediment of issuance of a final court decision, within the last year prior to his election, that acknowledges his fault and liability for loss-making transactions of the Company under L. 4548/2018 with affiliated/associated parties, does not apply. Further, 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 free from dependent to the Company financial, business, family or other sectors 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 Operations 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.

Mr. Stylianos Stefanou detailed CV has as follows:

**Personal Data:**

Nationality: Hellenic and Cypriot

Year of birth: 1962

**Recent Job Positions:**

2005 - to date Entrepreneur – Acquisition of METAXA plant. Exclusive producer of the METAXA brands, Skinos Mastiha, Green Cola soft drinks, Three Cents soft drinks and other alcoholic and non-alcoholic brands. Haagen-Dazs Master Franchisee in Cyprus and Haagen-Dazs Franchisee in Greece.

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

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

2021 – to date Independent Member of the Board of Directors of Fourlis SA, Chairman of the Audit Committee and member of the Nominations and Remuneration Committee

**Previous Professional Experience:**

1985 – 1990 KPMG London Office - 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 shareholder in JV with BOLS BV

2001 - 2004 Independent BoD Member of Hellenic Bank Unit Trust

2007-2021 Independent Member of the Board of Directors, Chairman of the Audit Committee of Elgeka SA

**Education:**

1982 - 1985 THE LONDON SCHOOL OF ECONOMICS

BSc (Hons) in Economics (Accounting & Finance)

1985 - 1990 KPMG - London Office

1988 – to date FCA - Member of the Institute of Chartered Accountants in England and Wales

**Recommendation on the nomination proposal of Mrs Maria Georgalou**

Mrs. Maria Georgalou meets all criteria of individual suitability of the Fit and Proper Policy of the Company, and, more specifically, the adequacy of knowledge and skills, the ethics and reputation guarantee, the absence of conflict of interests, the independent judgement, and the sufficient allocation of time. The election of Mrs. Maria Georgalou is fully justified, since she possesses knowledge and experience in the auditing and accounting, significant total professional development over the years including the exercise of professional activity, knowledge of the Group's structure and of its active business sectors, knowledge and understanding of the corporate governance issues and of the relevant framework of the Company, and deep understanding of the operation and functions of the Audit, Nomination and Remuneration Committees and of the Boards of Directors. Mrs. Maria Georgalou as a nominated member (candidate) of the Board of Directors has submitted to the Company a solemn declaration stating that the impediment of issuance of a final court decision, within the last year prior to her election, that acknowledges her fault and liability for loss-making transactions of the Company under L. 4548/2018 with affiliated/associated parties, does not apply.

Further, Mrs. Maria Georgalou is an independent third party, as she does not directly or indirectly hold a percentage of voting rights greater than zero point five percent (0.5%) of the Company's share capital and is free from dependent to the Company financial, business, family or other sectors relationships, which may affect her decisions, and her 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 Operations of the Company and therefore she 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.

Mrs. Maria Georgalou detailed CV has as follows:

**Personal Information:**

Nationality: Hellenic

Year of Birth: 1960

**Current Job Position:**



Vice-President: CHIPITA FOODS S.A.

Independent non-executive member of the Board of Directors and member of the Audit Committee of FOURLIS HOLDINGS SA

Previous Professional Experience:

2014 – 2021: CHIPITA SA Deputy CEO

2013 – 2019: Dolphin Group (ARGENTINA), Greek Representative Investments in Real Estate

2011 – 2014: Dry Cleaning Services Ltd, Member of the Founding Team, Master Franchisee of 5asec, (Romania, Greece, Serbia, Croatia, Skopje).

2004 – 2011: Delta Holding S.A. / VIVARTIA SA, Group's CFO (2007 until 2011), Business Development Director (2004 until 2007)

1995 – 2004: Emporiki Venture Capital S.A., Executive Director – Member of the Investment Committee, (Venture Capital) Company – 100% subsidiary of the Commercial Bank of Greece (Emporiki Bank)

1990 – 1992: De Benedetti Group of Companies (Greece): Financial Analyst (Financial Manager) in Eurohellenic SA as well as in Cofir SA (Spain) (company listed in the Madrid Stock Exchange)

1979-1989: Georgalos Hnos SA, Agrogeo SA and agrofabil sa, internal auditor's assistant / management-accounting department, Family Business running in the food sector

She participates in the Boards of Directors as a member of the companies CHIPITA FOOD S.A. and CHIPITA S.A.

Education:

Chartered Auditor-Accountant (C.P.A – Chartered Public Accountant) Universidad de Belgrano – Buenos Aires – Argentina and Michael Ham Memorial College (Valedictorian)

**Recommendation on the nomination proposal of Mr.Nikolaos Lavidas**

Mr. Nikolaos Lavidas meets all criteria of individual suitability of the Fit and Proper Policy of the Company, and, more specifically, the adequacy of knowledge and skills, the ethics and reputation guarantee, the absence of conflict of interests, the independent judgement and the sufficient allocation of time. The election of Mr. Nikolaos Lavidas is fully justified, since he possesses knowledge and experience in the auditing and accounting, significant total professional development over the years including the exercise of professional activity, knowledge of the Group's structure and of its active business sectors, knowledge and understanding of the corporate governance issues and of the relevant framework of the Company, and deep understanding of the operation and functions of the Audit, Nomination and Remuneration Committees and of the Boards of Directors. Mr. Nikolaos Lavidas as a nominated member (candidate) of the Board of Directors has submitted to the Company a solemn declaration stating that the impediment of issuance of a final court decision, within the last year prior to his election, that acknowledges his fault and liability for loss-making transactions of the Company under L. 4548/2018 with affiliated/associated parties, does not apply.

Further, Mr. Nikolaos Lavidas is an independent third party, as he does not directly or indirectly hold a percentage of voting rights greater than zero point five percent (0.5%) of the Company's share capital and is free from dependent to the Company financial, business, family or other sectors 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 Operations 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.

Mr. Nikolaos Lavidas detailed CV has as follows:

Personal Information:

Nationality: Hellenic

Year of Birth: 1970

Current Job Position

2019- to date: Upfield Greece: He undertook the General Direction of the company in August 2019 initially responsible for Greece, Cyprus, and Albania, and afterwards for the wider area of Southeast Europe, further undertaking the responsibility for Slovenia, Serbia, Croatia, Bosnia, Montenegro, Kosovo, Skopje, Romania, Moldavia and Bulgaria. Basic priority constituted the enhancement of the existing organization of the newly founded company and its systemic separation from Unilever after the recent acquisition of the margarine and oil sector by KKR as well as the restoration of the growing process of the sector.

March 2022- to date: non-executive member of the Board of Directors of FOURLIS HOLDINGS SA

Previous Professional Experience:

2011-2019: Sklavenitis Group: He initially undertook the role of the General Development Director with major responsibility the restructuring of the company and the creation of the suitable framework so that a number of acquisitions can be supported, that resulted in the establishment of the biggest retail sales group in Greece with a turnover that exceeded the amount of €3bn, with more than 500 stores in the Greek territory and a labour potential of more than 30.000 employees. After the acquisition of Carrefour's business in Greece in 2016, he undertook the position of the General Administration Director with major goal the absorption of Carrefour's local network and its smooth integration in the Sklavenitis business operation system.

1996-2011 Kraft Foods Greece: In 2009 after a 14-year employment in Kraft Food Greece, holding various positions of increased responsibility, he undertook the position of the Chief Executive Officer, having as major responsibility the merger of the local organisations of Kraft and Cadburys, which resulted in the establishment of the biggest company in the snacks' sector in Greece with a turnover that exceeded the amount of €200m., and a total profit of more than €50m. on an annual basis.

He participates and actively participated in the Boards of Directors: from 2020 until today in ELBISCO SA as well as in the Interactive Communication Organisation (IAB Hellas), from 2011 until 2019 in the Greek Institute of Research and Development etc.

Education:

He holds a master in International and Commercial Law (1994 - LLM in International and Commercial Law, University of Buckingham, UK, Graduated with Distinction) as well as a diploma in Business Administration (1993, BSc in Business Administration University of Buckingham, UK Graduated with Merit)

**Recommendation on the nomination proposal of Mrs Stavroula Kampouridou**

Mrs. Stavroula Kampouridou meets all criteria of individual suitability of the Fit and Proper Policy of the Company, and, more specifically, the adequacy of knowledge and skills, the ethics and reputation guarantee, the absence of conflict of interests, the independent judgement, and the sufficient allocation of time. The election of Mrs. Stavroula Kampouridou is fully justified, since she possesses knowledge and experience in technology and customers' service, significant total professional development over the years, knowledge of the Group's structure and of its active business sectors, knowledge and understanding of corporate governance issues and of the relevant framework of the Company and understanding of the functions and of the operation of the Boards of Directors. Mrs. Stavroula Kampouridou as a nominated member (candidate) of the Board of Directors has submitted to the Company a solemn declaration stating that the impediment of issuance of a final court decision, within the last year prior to her election, that acknowledges her fault and liability for loss-making transactions of the Company under L. 4548/2018 with affiliated/associated parties, does not apply.

Further, Mrs. Stavroula Kampouridou is an independent third party, since as she does not directly or indirectly hold a percentage of voting rights greater than zero point five percent (0.5%) of the Company's share capital and is free from dependent to the Company financial, business, family or other sectors relationships, which may affect her decisions, and her 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 Operations of the Company and therefore she 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.

Mrs Stavroula Kampouridou detailed CV has as follows:

Personal Information:

Nationality: Hellenic

Year of Birth: 1979

Recent Job Positions:

**DIAS Interbanking Systems • Jan 2021-present**

Chief Executive Officer (January 2021-present)

DIAS is the national retail payment system - automated clearing house (ACH), that services and clears electronic payments both domestic and cross border (SEPA). The supported payment instruments are: SEPA Credit Transfers (including Instant), SEPA Direct Debits, cheques, ATM transactions, card payments.

In 2021 DIAS processed 330 million transactions, valued at €345 billion (constitutes the Company's record throughout the 33 years of its operation).

Earnings after taxes increased by 105% and total expenses decreased by 5%, compared to 2020.

DIAS was in the first group of European ACHs that successfully migrated in December of 2021 to TIPS, a system built by the ECB to increase the reach of instant payments at the pan-European level.

**Bank of Greece (BoG) • Feb 2017-Dec 2021**

Head of FinTech Innovation Hub (March 2019 - December 2021)

- Heading FinTech initiatives undertaken by the BoG, like the creation and operation of the FinTech Innovation Hub introduced in March of 2019.
- Applied and got €250K funding, through the structural reform support program (SRSP) of the European Commission, for the creation of a Regulatory Sandbox for the BoG. Project commenced in September 2020, will be making Greece the 8<sup>th</sup> country in the EU27 with a Regulatory Sandbox (leading a team of 13 BoG members, collaborating with EY, EBRD, EC).

Main interests include: PSD2 and instant payments, digital transformation of the financial system, tokenisation of assets, distributed ledger technology (DLT), digital identification, challenges that Big Techs pose for the financial industry.

Advisor (February 2017-December 2021)

Technology Advisor to the Governor of the Bank of Greece.

- Responsible for the BoG project management for the creation of a Single Technology Platform for PQH
- Speech writing, presenting on financial technology topics
- Member of the European Commission's European Financial Innovators Forum (EFIF), representing BoG

Member of the Bank of International Settlements (BIS) Innovation Hub network, representing BoG.

Previous Professional Experience:

**National Bank of Greece (NBG Group) • Jan 2009-Dec 2016**

IT Procurement Manager (2011-2016)

Heading efforts of IT procurement sourcing unit (leading a team of 6 members) charged with annual spending IT budget for the whole NBG group of €50M (35% of the total procurement budget) covering IT software & hardware infrastructure, IT security, telecoms, and financial data feeds (Bloomberg/Reuters).

- Drove assigned team to continuously deliver the highest annual savings among Procurement Group (47% of group savings, totalling close to €15M annually).
- Played an instrumental role in major frame agreements with leading ITS companies, including IBM, Microsoft, Oracle, Bloomberg, Accenture, Temenos.
- Ensured quality of IT procurement projects through targeting of issues, management of vendors, and cost optimisation.

Executive Advisor (2009-2011)

Member of the core team charged with the creation of 2009 Procurement Group in NBG Group. Delivered expert recommendations and counsel on the procurement of core IT commodities encompassing IT and telecom infrastructure for the bank and its subsidiaries.

- Elevated purchasing operations across assigned group through streamlining of procurement strategies as well as the establishment of policy and regulations.
- Delivered significant savings through cost rationalisation and budgeting as well as negotiations.
- Authored procurement documentation such as RFPs / RFQs.
- Evaluated financial proposals and conducted negotiations with suppliers to secure optimal deals.
- Ensured the timely, accurate, and cost-effective procurement of new IT projects by serving as liaison with internal stakeholders and vendors.

**IBM Greece • 2005-2009**

Client Systems Manager (2007-2009)

Spearheaded hardware sales operations focused on all accounts in the banking sector, generating over €35M sales annually, leading a team of 4 members.

- Drove promotion and representation of assigned portfolio of products comprised of mainframe servers, storage, and UNIX / Wintel server lines.
- Continuously surpassed annual sales quota, averaging from 180% to 250% overachievement.
- Successfully prepared and delivered value-added presentations by forging productive relationships with potential clients and identifying their individual business needs.
- Grew customer base by expertly targeting and securing new business with clients in the banking sector, including Alpha Bank, Piraeus Bank, and Eurobank.

Hardware Sales Specialist (2005-2007)

Performed IBM Storage Hardware sales operations focused on major accounts in the banking, telecom, and public sectors.

- Contributed to storage market share growth by more than 30% and in elevating High-End Storage Systems to achieve leadership position of 82% market share in Greece in 2007 (IDC).
- Ranked as top performing new hire in IBM Europe (Rookie of the Year award, 2006).

Earlier Roles/Positions

**Stanford • Research Assistant**

- Member of “Multimedia Networking Group” working on algorithms to identify efficient ways for coupling QoS (Quality of Service) guarantees with mobility management.
- Proposed an algorithm for the internetworking of RSVP with Mobile IP.

**Stanford • Teaching Assistant**

Supported instructors in undergraduate and graduate courses, performing all aspects of preparing problem sets, tutoring, and grading of homework / exams.

Education:

<b>Harvard</b>	<b>Business</b>	<b>School,</b>	<b>USA</b>
<b>Executive</b>	<b>Education</b>	<b>December</b>	<b>2021</b>

Women on Boards: Succeeding as a Corporate Director

**Stanford University, USA**

**Master of Science (MSc) in Electrical Engineering • 2002-2004 (on a full Stanford scholarship)**

*Topics of Study:* computer architecture, wireless electromagnetics, stochastic processes / probability, information theory, network protocols, optimisation theory, algorithmic design, entrepreneurial thought leadership, public speaking /presentation, marketing, and sales principles.

**University of Athens, Greece**

**Bachelor of Science (BSc) in Computer Science and Telecommunications • 1997-2001 (with distinction) Thesis:**

“Specification of Techniques for Performance Enhancement and QoS Provisioning over Wireless IP Networks”

Collaborations – Affiliations / Professional Distinctions:

Stanford Club of Greece (BoD member since 2018)

“Rookie of the Year” Award (2006) IBM Europe, for highest sales performing new hire of IBM in the European region (surpassed revenue and profit targets by more than 280%)

Nominated by IBM to attend the IBM 100% Clubs (2006, 2007, and 2008) for overachievers and the Golden Circle Club

(2006) for surpassing goals by more than 200%

Full research/teaching scholarship at Stanford University for Master of Science completion (2 years)

Languages: English (Bilingual), German (Basic), Greek (Native)

The General Assembly **approved** the proposed subject of the Chairman and decided:

- a) The Election of Messrs Vasileios S. Furlis, Dafni A. Furlis, Lyda S. Furlis, Apostolos D. Petalas, David A. Watson, Stylianos M. Stefanou, Maria S. Georgalou, Nicolaos P. Lavidas and Stavroula A. Kampouridou as members of the Board of Directors with a term of office of five (5) years, ending on 17.06.2027 and automatically extended, according with the Law and the Articles of Incorporation, until the meeting date of the Ordinary General Assembly that will be convoked after that date.
- b) The appointment of Messrs David A. Watson, Stylianos M. Stefanou, Maria S. Georgalou, Nicolaos P. Lavidas and Stavroula A. Kampouridou as independent members of the Board of Directors.

**10. Resolution on the format, the composition (number and status of the members) and term of office of the Audit Committee.**

***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.***

***Total number of valid votes: 25.165.010 or 100,00%***

***Number of votes 'For': 21.637.041 or 85,98%***

***Number of votes 'Against': 3.527.969 or 14,02%***

***Number of votes 'Abstain': 0 or 0,00%***

The Chairman of the General Assembly proposed to the shareholders the making of a resolution on the format, the composition (number and status of the members) and term of office of the Company's Audit Committee, and more specifically:

- a) The confirmation of the format of the Audit Committee as a Board of Directors' Committee, consisting fully and only of non-executive members of the Board of Directors.
- b) The redefinition of the composition of the Audit Committee, and, more specifically, this should be a three-member committee, consisting hereinafter fully and only of independent non-executive members of the Board of Directors.
- c) The confirmation of the term of office of the Audit Committee, so that this will continue to be identical to the corresponding committee of the relevant current Board of Directors at any time.

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

The General Assembly **approved** the proposed subject.

Maroussi, June 17, 2022

FOURLIS HOLDINGS S.A

Investor Relations Department