

**CAIRO MEZZ PLC (“THE COMPANY”)**  
**SUMMARY OF THE MATTERS ON THE AGENDA OF THE**  
**ANNUAL GENERAL MEETING 2024**

The matters referred to in the Agenda of the Notice to the Annual General Meeting of the Company dated 15.5.2024 constitute the Ordinary Business of the Annual General Meeting.

Required quorum for each item: 20% of share capital

Required quorum for any repeat General Meeting: any percentage

Required majority: 50% + 1 of those present and voting either in person or by proxy

**1. Approval of the Company’s Financial Statements for the year ending on 31 December 2023**

The Board of Directors (the “Board”) proposes to the Annual General Meeting (AGM), the approval of the Annual Financial Statements for the year ending 31 December 2023.

The abovementioned financial statements comprise of the statement of financial position as at 31 December 2023, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the period from 1 January 2023 up to 31 December 2023 and notes to the financial statements, including a summary of significant accounting policies. The abovementioned Financial Statements, the Auditors Report and the Board Management Report were approved by the Board in its meeting dated 29.4.2024.

The abovementioned financial statements, the Board Management Report and the Auditors’ Report of 31<sup>st</sup> December 2023 are available to the shareholders, on the Company’s website [www.cairomezz.com.cy](http://www.cairomezz.com.cy).

Based on the financial results of the financial year 2023 and in conjunction with the provisions of Companies Law, Cap.113, distribution of dividends to the shareholders is not allowed.

***Draft proposed resolution for the abovementioned matter:***

*The AGM has approved the final audited financial statements for the year ending 31.12.2023, as well as the relevant Management Report and the Auditors Report.*

**2. Re-election / Election of members of the Board of Directors for a three-year term of office.**

According to article 54 of the Articles of Association of the Company, the appointment of members of the Board is subject to approval by the Annual General Meeting, for a three-year term of office

from the date of such approval. Mmes. Elena Papandreou, Christina Ioannidou and Katerina Hadjichristofi, were appointed to the Board of the Company on 19.6.2020, which appointment was ratified by the General Meeting on 11.6.2021. Since then, they have constituted the Board of the Company. In this regard, the Board proposes that the appointment of all the members of the Board be approved by the AGM for a three-year term of office.

Further information on the biographies of the Board members is available on the Company's website [www.cairomezz.com.cy](http://www.cairomezz.com.cy).

***Draft proposed resolution for the abovementioned matter:***

The AGM approved (a) that the election of all Board members be approved by one resolution instead of each member individually, and (b) that the election of the Board members for a three-year term of office until the date of the Annual General Meeting, as such will be set in the year 2027.

**3. Approval of the remuneration of the directors**

According to article 58 of the Articles of Association of the Company, the remuneration of the directors is determined by the Board and is presented to and approved by each Annual General Meeting.

The Board proposes to the AGM, the amount of remuneration of the Board members for the year 2024 increases by €2,400 per annum for the Executive Chairman of the Board and by €1,200 per annum for each non-executive member of the Board. That is the amount of remuneration of the Board members for the year 2024 shall be €14,400 for the Executive Chairman of the Board and €7,200 for each non-executive member of the Board.

***Draft proposed resolution for the abovementioned matter:***

*The AGM approved that the amount of remuneration of the Board for year 2024, shall be €14,400 for the Executive Chairman of the Board of Directors and €7,200 for each non-executive member of the Board.*

**4. Re-appointment of KPMG as auditors of the Company up until the next Annual General Meeting**

The Auditors of the Company, KPMG Limited, have expressed their willingness to continue to provide their services. The Board proposes the re-appointment of KPMG Limited as Auditors and declares that this proposal is not influenced by any third parties and no contractual clause exists between the Company and a third party, which might limit the alternative options available to the Shareholders' General Meeting, to specific categories or lists of auditors or audit firms, regarding the appointment of a specific Legal Auditor or audit firm, for the purpose of carrying out the mandatory audit of the Company.

***Draft proposed resolution for the abovementioned matter:***

*The AGM has approved the election of KPMG Limited as the auditor of the Annual Financial Statements of the Company, up until the next Annual General Meeting.*

#### **5. Determination of the Auditors' remuneration**

The total remuneration, which has been paid to KPMG Limited for audit services provided during the year ending 31.12.2023, are presented in note 11 of the Annual Financial Statements of the Company for the year 2023.

The Board proposes to the AGM, to authorize the Board to determine the auditors' remuneration.

#### ***Draft proposed resolution for the abovementioned matter:***

*The AGM has authorised the Board to determine the remuneration of the Company's auditors, namely KPMG Limited.*