

Athens, April 29<sup>th</sup> 2025

**Resolutions of the Annual General Meeting of Shareholders of GR. SARANTIS S.A.  
of the 28<sup>th</sup> of April 2025**

GR. SARANTIS S.A. (the “Company”) announces that the Annual General Meeting of Shareholders took place on Monday, 28<sup>th</sup> of April 2025, at 16.00, at the Company’s registered offices. During the said Meeting, 235 shareholders were either present or legally represented, with a total of 59,053,386 common registered shares and voting rights, corresponding to 92.67% of the Company’s share capital (excluding the Company’s own shares). As a result, the General Meeting had the required by the law quorum and majority to resolve on the items of the agenda.

**The Annual General Meeting of Shareholders resolved as follows:**

**Item 1: Submission and Approval of the Annual Financial Statements, including the consolidated annual financial statements, along with the reports of the Board of Directors, the Sustainability Report of article 154 of Law 4548/2018 and the report of the Certified Auditor, for the fiscal year 01/01/2024 – 31/12/2024. Approval of the distribution of the results of the fiscal year 01/01/2024 – 31/12/2024, payment of dividend and fees from the profits of the fiscal year.**

Approved the Company’s annual financial statements (including the consolidated financial statements) for the fiscal year 2024 (01.01.2024-31.12.2024), along with the Report of the Board of Directors, the Sustainability Report of article 154 of Law 4548/2018 and the Audit Report of the Certified Auditor, as approved by the Board of Directors on 12.03.2025 and posted on the Company’s website as well as on the website of the Athens Stock Exchange on 12.03.2025.

In addition, it approved the Profit and Loss Account for the fiscal year 2024, which is as follows:

Profit before taxes	36,886,826.19
Income tax	-2,106,769.15
Deferred tax	957,128.48
Profit after taxes	35,737,185.52
Special reserve from subsidiary dividends	32,319,226.51
Balance of retained earnings	3,417,959.01

It also approved to record the amount of € 1,777,629.25 in the Ordinary Reserve and following to this, it approved the distribution of a dividend of € 0.2991747429262490 per share, for a total amount of € 20,000,000.00. Such amount is subject to 5% withholding tax (in accordance with the provisions of Article 40, par. 1 of Law 4172/2013, as in force). The dividends corresponding to the treasury shares will be added to the amounts distributable to the other shareholders. The cut-off date is Friday, May 2, 2025, the record date is Monday, May 5, 2025, while the dividend payment process to shareholders will commence on Friday, May 10, 2025. Finally, the Annual General Meeting of Shareholders authorised the Board of Directors to determine the remaining details and to take any action necessary for the proper implementation of the above decision.

Furthermore, the Annual General Meeting of Shareholders approved the payment of a total gross amount of € 1,290,510.00 as remuneration, from the Company's earnings, in accordance with the 2024 Remuneration Policy and the Articles of Association to the following members of the Board of Directors (BoD) and Executive Officers:

1. To the Chairman of the BoD - Executive member, Mr. Kyriakos Sarantis, the amount of € 300,000.00.
2. To the Vice-Chairman of the BoD - Non-Executive Member, Mr. Grigorios Sarantis, the amount of € 60,000.00.
3. To the CEO - Executive Member, Mr. Ioannis Bouras, the amount of € 272,900.00.
4. To the Executive Member of the BoD, Mr. Christos Varsos, the amount of € 123,600.00.
5. To the Executive Member of the BoD, Mr. Evangelos Siarlis, the amount of € 102,750.00.
6. To the Non-Executive Member of the BoD, Mr. Konstantinos Rozakeas, the amount of € 51,000.00.
7. To the Independent Non-Executive Member of the BoD, Mr. Michalis Imellos, the amount of € 69,000.00.
8. To the Independent Non-Executive Member of the BoD, Mrs. Maria-Ioanna Politopoulou, the amount of € 51,000.00.
9. To the Independent Non-Executive Member of the BoD, Mrs. Aggeliki Samara, the amount of € 51,000.00.
10. To the Group Chief Supply Chain Officer, Mr. Nikolaos Bazigos, the amount of € 126,060.00.
11. To the Group Chief Marketing Officer, Mr. Lakis Vassiliadis, the amount of € 83,200.00.

**Valid votes:** 59,053,386

**Abstain:** 23,606 (0.04%)

**Invalid votes:** 0

**FOR:** 59,029,780 (99.96%)

**AGAINST:** 0

**Item Two: Submission of the Annual Activity Report of the Audit Committee for the year 01/01/2024 – 31/12/2024.**

The Annual General Meeting was informed about the Annual Activity Report of the Audit Committee for the year 2024, which is posted on the Company's website (<https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>). The above report details the activity of the Audit Committee and the issues that were addressed during the fiscal year 2024, as well as subsequent actions of the Audit Committee until the approval of the Annual Financial Statements from the Board of Directors. In addition, it includes a description of the Company's policy for sustainable development.

*It is noted that the Annual Activity Report of the Audit Committee is being submitted to the Annual General Meeting according to article 44 paragraph 1(i) of Law 4449/2017 as in force and is not subject to the vote of the Meeting.*

**Item Three: Approval of the overall management regarding the fiscal year 01/01/2024 – 31/12/2024.**

Approved the overall management of the company for the year 2024, in accordance with the provisions of Article 108 of Law 4548/2018.

**Valid votes:** 59,053,386

**Abstain:** 43,106 (0.07%)

**Invalid votes:** 0

**FOR:** 59,010,280 (99.93%)

**AGAINST:** 0

**Item Four: Discharge of the Certified Auditors from any responsibility for the audit of the fiscal year 01/01/2024 – 31/12/2024.**

Discharged the certified auditors from any liability for the fiscal year 2024.

**Valid votes:** 59,053,386

**Abstain:** 43,106 (0.07%)

**Invalid votes:** 0

**FOR:** 59,003,357 (99.92%)

**AGAINST:** 6,923 (0.01%)

**Item Five: Appointment of an ordinary and an alternate Certified Auditor for the regular audit of the financial statements and the limited assurance of the Sustainability Report for the year 01/01/2025 – 31/12/2025, and determination of their fee.**

Following a relevant proposal of the Company's Audit Committee, the Annual General Meeting of Shareholders decided to assign the audit of the financial statements and the limited assurance of the Sustainability Report for the fiscal year 01.01.2025 – 31.12.2025 to the firm of certified auditors "KPMG Auditors S.A." and, in particular, Mr. Vasileios G. Kaminaris in the capacity of Ordinary Certified Auditor and Mr. Dimitrios G. Tanos in the capacity of alternate Certified Auditor, both of them being members of the above audit firm. Additionally, the General Meeting of Shareholders determined the remuneration of the audit firm for carrying out the audit of the Company (parent company), the provision of a tax certificate and the limited assurance of the Sustainability Report for a total amount of € 206,000.00 (two hundred and six thousand euros) plus the applicable VAT.

**Valid votes:** 59,053,386

**Abstain:** 499,405 (0.85%)

**Invalid votes:** 0

**FOR:** 47,800,424 (80.94%)

**AGAINST:** 10,753,557 (18.21%)

**Item Six: Submission for discussion and voting of the Remuneration Report of article 112 of Law 4548/2018 for the year 01/01/2024 – 31/12/2024.**

Approved the submitted Remuneration Report of the Board of Directors for the fiscal year 2024, upon examination by the Remuneration and Nominations Committee of the information set out in the Remuneration Report and the positive opinion of said Committee to the Board of Directors. The Remuneration Report was approved by the Board of Directors on 12.03.2025 and includes a comprehensive overview of the total remuneration received by the members of the Board of Directors within 2024, according to article 112 of L.4548/2018 and the Company's Remuneration Policy. The Company's Remuneration Report can be found on the following link: <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>.

*According to article 112, paragraph 3 of Law 4548/2018, the shareholders' vote on the submitted remuneration report is of advisory nature.*

**Valid votes:** 59,053,386

**Abstain:** 0

**Invalid votes:** 0

**FOR:** 57,941,008 (98.12%)

**AGAINST:** 1,112,378 (1.88%)

**Item Seven: Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9, paragraph 5 of Law 4706/2020.**

The Report of the Independent Members of the Board of Directors for the year 2024 was submitted to the Annual General Meeting and is posted on the Company's website at <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>.

*It is noted that the Report of the Independent Non-Executive Members of the Board of Directors is being submitted to the General Meeting according to art. 9 par. 5 of Law 4706/2020 and is not subject to the vote of the Meeting.*

**Item Eight: Amendment of the Remuneration Policy of the Company.**

Following a relevant recommendation from the Remuneration and Nominations Committee, the Annual General Meeting approved the amendment of the Remuneration Policy concerning the Members of the Board of Directors as well as the Executive Officers of the Company as follows:

1. Introduction of an additional Key Performance Indicator (KPI) in the third Cycle of the Bonus Shares Distribution Plan. The KPIs of the third Cycle and their percentages will be as follows:
  - Percentage increase in EBITDA margin at 40%
  - Earnings per Share (EPS) at 30%
  - Carbon Emissions Reduction (CO2 Carbon Emissions – CO2 CE Scope 1, 2) at 30%
2. Replacement of the KPI “Inventories” by the KPI “Working Capital” as a percentage of net sales (operating working capital as % of net sales) in the Short-Term Incentive Plan (Bonus).
3. Participation of additional categories of executives in the third Cycle of the Bonus Shares Distribution Plan, according to the internal grading table with regard to Greece and the Group's subsidiaries. At this point it is noted that the total value of the shares to be allocated, for all participants, will not exceed for the third three-year cycle (2025 - 2027) the amount of € 1,900,000 versus € 1,300,000 that was the amount initially approved. In any case, the total number of shares to be allocated in all 3 three-year cycles will not exceed 0.7% of the total number of existing shares, i.e. 467,954 shares.

The revised Remuneration Policy concerning the Members of the Board of Directors and the Executive Officers is available on the Company's website: [\(https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/\)](https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/).

**Valid votes:** 59,053,386  
**FOR:** 57,984,852 (98.19%)  
**AGAINST:** 1,068,534 (1.81%)

**Abstain:** 0

**Invalid votes:** 0

**Item Nine: Amendment of the Suitability Policy of the members of the Board of Directors.**

Approved the amendment of the Suitability Policy of the members of the Board of Directors. The revised Suitability Policy is posted on the company's website <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>.

It is noted that in accordance with the provisions of article 3 of Law 4706/2020 and SC circular no. 60/18.09.2020 on "Guidelines for the Suitability Policy of article 3 of Law 4706/2020", the Board of Directors had approved at its meeting of 22.10.2024 based on the proposal of the Remuneration and Nominations Committee, dated 22.10.2024, the revised Suitability Policy for the members of the Board of Directors, that was previously approved by the General Meeting of Shareholders on 16.07.2021.

**Valid votes:** 59,053,386  
**FOR:** 59,053,386 (100.00%)  
**AGAINST:** 0

**Abstain:** 0

**Invalid votes:** 0

**Item Ten: Approval of the Evaluation Policy of the members of the Board of Directors.**

Approved the Evaluation Policy of the members of the Board of Directors, which is posted on the Company's website <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>.

It is noted that the Board of Directors had approved at its meeting of 22.10.2024 the Evaluation Policy for the members of the Board of Directors, which was proposed on 22.10.2024 by the Remuneration and Nominations Committee.

**Valid votes:** 59,053,386  
**FOR:** 59,053,386 (100.00%)  
**AGAINST:** 0

**Abstain:** 0

**Invalid votes:** 0

**Item Eleven: Approval of the Succession Policy of the members of the Board of Directors.**

Approved the Succession Policy of the members of the Board of Directors, which is posted on the company's website <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>.

It is noted that the Board of Directors had approved at its meeting of 22.10.2024 the Succession Policy concerning the members of the Board of Directors, which was proposed on 22.10.2024 by the Remuneration and Nominations Committee.

**Valid votes:** 59,053,386

**Abstain:** 0

**Invalid votes:** 0

**FOR:** 59,053,386 (100.00%)

**AGAINST:** 0

**Item Twelve: Announcements.**

The voting breakdown for each resolution is available on the Company's website <https://sarantisgroup.com/> in accordance with article 133, paragraph 2 of Law 4548/2018, as in force.