

**PHOENIX VEGA MEZZ PLC ("THE COMPANY")  
SUMMARY OF THE MATTERS ON THE AGENDA OF THE  
ANNUAL GENERAL MEETING 2025**

The matters referred to in the Agenda of the Notice to the Annual General Meeting of the Company dated **20.06.2025**, 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: Ordinary Resolution, i.e. 50% + 1 of those present and voting either in person or by proxy.

**AGENDA ITEMS AND PROPOSED RESOLUTIONS**

**1. Approval of the Company's Financial Statements for the year ending on 31 December 2024**

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 2024.

The abovementioned financial statements comprise of the statement of financial position as at 31 December 2024, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the period from 1 January 2024 up to 31 December 2024 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 09.04.2025.

The abovementioned financial statements, the Board Management Report and the Auditors' Report of 31<sup>st</sup> December 2024 are available to the shareholders, on the Company's website [www.phoenixvegamezz.com.cy](http://www.phoenixvegamezz.com.cy).

Based on the financial results of the financial year 2024 and in conjunction with the provisions of Companies Law, Cap.113, the Board of the Company resolved to propose the distribution of a final dividend according to the details set out in the Sixth Item below.

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

*The AGM has approved the final audited financial statements for the year ending 31.12.2024, as well as the relevant Management Report and the Auditors Report.*

**2. Re-election / Election of the Directors for a 3-year term**

According to Article 54 of the company's Articles of Association, the appointment of the members comprising the Board, is subject to approval by the AGM for a term of office of three years, effective from the date of the said approval.

Mrs. Nayia Morphi, Mrs. Zoe Christou and Mrs. Maria Demetriou have been appointed to the Board on 01.07.2021 and during the AGM dated 13 July 2022 their election was approved for a three-year term. In this context, the Board proposes that the appointment of all members of the Board is approved by the AGM, for a term of office of three years.

More information about the curricula vitae (CV's) of the members of the Board, is available at the Company's website <https://www.phoenixvegamezz.com.cy/>

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

*The AGM approved that (a) the election of all members of the Board shall be approved by one joint resolution instead of a respective resolution for each member separately and (b) the election of the members of the Board for a three-year term office, up until the date of the AGM, as this shall be determined within the year 2028.*

**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 AGM. The Board proposes to the AGM, the amount of remuneration of the Board members for the year 2025 be increased in relation to the initially agreed remuneration, and now amounts to €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 2025, shall be €14,400 for the Executive Chairman of the Board and €7,200 for each non-executive member of the Board.*

**4. Appointment of Baker Tilly as auditors of the Company up until the next Annual General Meeting**

The Auditors of the Company, Baker Tilly Cyprus, have expressed their willingness to continue to provide their services. The Board proposes the re-appointment of Baker Tilly Cyprus 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 Baker Tilly Cyprus as the auditor of the Annual Financial Statements of the Company, up until the next AGM.*

**5. Authorization to the Board of Directors to determine the auditors' remuneration.**

The total remuneration, which has been paid to the auditors for audit services provided during the year ending 31.12.2024, are presented in note 9 of the Annual Financial Statements of the Company for the year 2024. 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 Baker Tilly Cyprus.*

**6. Approval of the distribution of a final dividend in the amount of EUR 8,000,000 (EUR 0.00640 per share)**

The Board of Directors has reviewed the Company's financial statements for the financial year 2024 and, taking into account the bank balances as at 12 May 2025 and the expense budget maintained for a future period of three years, has determined that a significant portion of the available cash is not necessary for maintaining the Company as a going concern.

As a result, it recommends to the General Meeting the approval of the distribution of a final dividend in the amount of EUR 8,000,000 (EUR 0.00640 per share), in accordance with the provisions of the Companies Law, Cap. 113.

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

The Annual General Meeting resolved to approve the distribution of a final dividend in the amount of EUR 8,000,000 (EUR 0.00640 per share), in respect of the financial year ended 31 December 2024.

Shareholders entitled to receive the dividend shall be those registered in the Company's Share Register on the record date 25 June 2025, as determined in accordance with the Regulations of the Athens Stock Exchange.

The starting date for the payment of the dividend shall be 1 July 2025, in accordance with the provisions of the Companies Law, Cap. 113, and the relevant Regulations of the Athens Stock Exchange.

The Board of Directors and/or any authorised officer of the Company is hereby authorised to take all necessary steps and actions for the implementation of this resolution, including the announcement and distribution of the dividend in accordance with applicable laws and regulations.