

**Athens, April 20<sup>th</sup> 2026**

**Resolutions of the Annual General Meeting of Shareholders of GR. SARANTIS S.A.  
of the 20<sup>th</sup> of April 2026**

GR. SARANTIS S.A. (the “Company”) announces that the Annual General Meeting of Shareholders took place on Monday, 20<sup>th</sup> of April 2026, at 16.00, at the Company’s registered offices. During the said Meeting, 188 shareholders were either present or legally represented, with a total of 57,485,361 common registered shares and voting rights, corresponding to 90.84% of the Company’s share capital (excluding the Company’s own shares). As a result, the General Meeting had the quorum and majority required by law 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 01/01/2025 – 31/12/2025. Approval of the distribution of the results of the fiscal year 01/01/2025 – 31/12/2025, 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 2025 (01.01.2025-31.12.2025), 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 11.03.2026 and posted on the Company’s website as well as on the website of the Athens Stock Exchange on 11.03.2026.

In addition, it approved the Profit and Loss Account for the fiscal year 2025, which is as follows:

Profit before taxes	43,359,578.13
Income tax	-3,269,901.68
Deferred tax	-265,608.56
Profit after taxes	39,824,067.89
Special reserve from subsidiary dividends	30,796,362.99
Balance of retained earnings	9,027,704.90

It also approved to record the amount of € 6,006.38 in the Ordinary Reserve and following to this, it approved the distribution of a dividend of € 0.3924646781789639 per share, for a total amount of € 25,000,000.00, that comes from dividend income for the fiscal year pursuant to Article 48 of Law 4172/2013. 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 (with the exception of, or subject to adjustment of, the withholding tax rate applicable to shareholders that fall under special provisions, such as the exemption from tax on intra-group dividends received by a legal entity that is a tax resident of Greece, pursuant to Article 48 of Law 4172/2013). The dividends corresponding to the treasury shares will be added to the amounts distributable to the other shareholders. The cut-off date is Monday, May 4, 2026, the record date is Tuesday, May 5, 2026, while the dividend payment process to shareholders will commence on Friday, May 8, 2026. 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 € 955,322.00 as remuneration, from the Company's earnings, which comes from dividend income for the fiscal year, in accordance with the 2025 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 € 200,000.00.
2. To the Vice-Chairman of the BoD - Non-Executive Member, Mr. Grigorios Sarantis, the amount of € 150,000.00.
3. To the CEO - Executive Member, Mr. Ioannis Bouras, the amount of € 152,504.00.
4. To the Group Chief Financial Officer, Mr. Christos Varsos, the amount of € 69,072.00.
5. To the Group Chief Human Resources Officer, Mr. Evangelos Siarlis, the amount of € 56,864.00.
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 € 54,721.00.
11. To the Group Chief Marketing Officer, Mr. Lakis Vassiliadis, the amount of € 50,161.00.

**Valid votes:** 57,485,361      **Abstain:** 0      **Invalid votes:** 0  
**FOR:** 57,485,361 (100.00%)  
**AGAINST:** 0

**Item Two: Submission of the Annual Activity Report of the Audit Committee for the year 01/01/2025 – 31/12/2025.**

The Annual General Meeting was informed about the Annual Activity Report of the Audit Committee for the year 2025, 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 2025, 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 01/01/2025 – 31/12/2025.**

Approved the overall management of the company for the year 2025, in accordance with the provisions of Article 108 of Law 4548/2018.

**Valid votes:** 57,485,361      **Abstain:** 0      **Invalid votes:** 0  
**FOR:** 57,485,361 (100.00%)  
**AGAINST:** 0

**Item Four: Discharge of the Certified Auditors from any responsibility for the audit of the fiscal year 01/01/2025 – 31/12/2025.**

Discharged the certified auditors from any liability for the fiscal year 2025.

**Valid votes:** 57,485,361      **Abstain:** 0      **Invalid votes:** 0  
**FOR:** 57,484,795 (99.99%)  
**AGAINST:** 566 (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 01/01/2026 – 31/12/2026, 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 01.01.2026 – 31.12.2026 to the firm of certified auditors “KPMG Auditors S.A.” and, in particular, Mr. Dimitrios Tanos, son of Georgios, (SOEL Reg, No.: 42241) in the capacity of Ordinary Certified Auditor and Mr. Anastasios Kyriakoulis, son of Evangelos, (SOEL Reg, No.: 39291) 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 fee of the Audit Firm as follows:

<b>Interim Audit</b>	<b>24,000 €</b>
<b>Annual Audit</b>	<b>103,000 €</b>
<b>Provision of a tax certificate / Audit</b>	<b>30,000 €</b>
<b>Limited Assurance of the Sustainability Report</b>	<b>59,500 €</b>
<b>Total</b>	<b>216,500 €</b>

**Valid votes:** 57,485,361

**Abstain:** 0

**Invalid votes:** 0

**FOR:** 57,485,361 (100.00%)

**AGAINST:** 0

**Item Six: Submission for discussion and voting of the Remuneration Report of article 112 of Law 4548/2018 for the year 01/01/2025 – 31/12/2025.**

Approved the submitted Remuneration Report of the Board of Directors for the fiscal year 2025, 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 11.03.2026 and includes a comprehensive overview of the total remuneration received by the members of the Board of Directors within 2025, 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:** 57,485,361  
**FOR:** 56,413,297 (98.14%)  
**AGAINST:** 1,072,064 (1.86%)

**Abstain:** 0      **Invalid votes:** 0

**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 Non-Executive Members of the Board of Directors for the year 2025 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. Adjustment of the annual fixed remuneration of the Non-Executive Vice Chairman to €150,000.00.
2. Removal of the provision allowing adjustment of the fixed remuneration of the Board of Directors by up to 25% during the term of the Remuneration Policy.
3. Editorial amendments to the text to reflect the current composition of the Board of Directors and the Group's Management Team.
4. Modification of the minimum threshold of the Short-Term Incentive Plan, as well as of the maximum payout amount in relation to participants' annual fixed remuneration.
5. Enhancement of the Five-Year Plan, setting a target EBITDA of €120,000,000.00 for 2028, with emphasis on organic growth and excluding any EBITDA that may arise from acquisitions at the time the target company is acquired, effective as of the date of the Annual General Meeting on April 20, 2026, and thereafter.
6. Introduction of three (3) additional three-year cycles to the Incentive Plan, together with the introduction of an additional key performance indicator. It is noted that the total value of shares available for distribution to all participants will not exceed €2,100,000.00 for the 4th three-year cycle (2026–2028), €2,300,000.00 for the 5th cycle (2027–2029), and €2,500,000.00 for the 6th cycle (2028–2030). In any case,

the total number of shares to be allocated in the new three three-year cycles (4th–5th–6th) will not exceed 1.5% of the total number of existing shares.

The Key Performance Indicators (KPIs) for the 4<sup>th</sup>, 5<sup>th</sup> and 6<sup>th</sup> cycles, and their respective weightings, will be as follows:

- EBITDA margin: 30%
- Earnings per Share (EPS): 30%
- Reduction in carbon emissions (CO<sub>2</sub> CE Scope 1, 2): 20%
- Operating Working Capital as % of net sales: 20%

7. Revision of the maximum limit of the three-year Long-Term Incentive Plan, as well as of the maximum payout amount in relation to participants' annual fixed remuneration.

8. Harmonization and clarification of the provisions of the short-term and long-term incentive plans regarding loss of position and change of control.

9. Removal of the provision allowing deviations from the Company's Remuneration Policy in other cases, except where such deviation is deemed necessary to serve the long-term interests of the Company as a whole or to ensure its viability.

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/>).

**Valid votes:** 57,485,361      **Abstain:** 1,127,995 (1.96%)      **Invalid votes:** 0  
**FOR:** 55,278,663 (96.16%)  
**AGAINST:** 1,078,703 (1.88%)

**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 Articles 3–3B of Law 4706/2020, as amended by Law 5178/2025 transposing Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving gender balance on the boards of listed companies, as well as Circular No. 60 of 29 April 2025 issued by the Hellenic Capital Market Commission, the Board of Directors, at its meeting held on 11 March 2026, approved—following the recommendation of the Remuneration and Nominations Committee of the same date—an amendment to the Suitability Policy for the members of the Board of Directors, originally approved by the General Meeting of Shareholders on 28 April 2025.

**Valid votes:** 57,485,361  
**FOR:** 57,485,361 (100.00%)  
**AGAINST:** 0

**Abstain:** 0

**Invalid votes:** 0

**Item Ten: Approval of the terms for the acquisition of own shares of the Company in accordance with article 49 of Law 4548/2018, as in force (Own Shares Purchase Plan), and granting of relevant authorizations.**

Approved the acquisition of the Company's own shares, in accordance with the provisions of Article 49 of Law 4548/2018, in combination with the provisions of Regulation (EU) 596/2014 and the delegated Regulation (EU) 2016/1052. In particular, it approved the acquisition of a maximum number of shares, which, taking into account the treasury shares acquired up to the present General Meeting, amounting to 420,416, will amount to, not more than 10% of the total paid-up share capital and of the total number of shares of the Company, at a minimum purchase price of €0.78 per share and a maximum purchase price of €25.00 per share for a purchase period of 24 months from the date of the decision of the General Meeting, that is April 20, 2028. The exclusive purpose of the proposed acquisition will be: (a) the reduction of the share capital of the Company, (b) the fulfilment of obligations arising from debt instruments that are convertible into shares, (c) the fulfilment of obligations arising from programs for granting rights to acquire shares or other share distribution arrangements to employees or members of the Management or the supervisory bodies of the issuing Company or an associated Company. It is noted that, from the date of approval of the present program for the acquisition of own shares, the program for the purchase of own shares that was approved by the annual General Meeting of Shareholders held on 23 April 2024 is terminated. In addition, it authorised the Board of Directors of the Company for the proper implementation of the above decision.

**Valid votes:** 57,485,361  
**FOR:** 57,484,795 (99.99%)  
**AGAINST:** 566 (0.01%)

**Abstain:** 0

**Invalid votes:** 0

**Item Eleven: Distribution of Company's treasury shares to eligible beneficiaries under the Long-Term Incentive Plan (Performance Stock Awards).**

Approved the allocation of a total of 62,211 treasury shares of the Company, representing approximately 0.0977% of its total share capital, to the beneficiaries of the Long-Term Incentive (LTI) Plan, through the free distribution of the Company's treasury shares, in accordance with the relevant provisions of the Remuneration Policy. In reaching this decision, the General Meeting took into account the currently applicable Remuneration Policy, approved by resolution of the Annual General Meeting held on 28 April 2025, the provisions of Article 114 of Law 4548/2018 and

Article 42 of Law 4172/2013, the terms of the LTI Plan, the overachievement of the predefined Key Performance Indicators (KPIs) for the first three-year cycle of the Plan (2023–2025), as well as the relevant recommendation of the Board of Directors.

It is noted that the aggregate value of the shares to be distributed to all participants for the first three-year cycle (2023–2025), calculated based on the Company's share price at the close of the trading day preceding the announcement of the 2025 financial results (i.e. €13.68 on 11 March 2026), amounts to €851,046.48.

It is further noted that the total number of shares to be allocated and their distribution among beneficiaries shall be determined by the Board of Directors, which is hereby authorized to take all necessary actions for the implementation of this resolution, taking into account, inter alia, the following terms of the LTI Plan:

- The value of shares granted to each participant shall not exceed the annual amount of the participant's short-term incentive (bonus) for the first year of each cycle.
- The maximum payout under the short-term incentive (bonus) for each participant during the first year of each cycle shall not exceed 50% of their annual fixed remuneration.

**Valid votes:** 57,485,361

**Abstain:** 0

**Invalid votes:** 0

**FOR:** 56,413,551 (98.14%)

**AGAINST:** 1,071,810 (1.86%)

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.