



DRAFT RESOLUTIONS – BOARD of DIRECTORS COMMENTS
ON THE ITEMS OF THE AGENDA OF THE
ANNUAL GENERAL MEETING AS OF 02.07.2024

ITEM 1:

Submission and approval of the Annual Financial Statements of the Company for the financial year 2023, along with the relevant reports of the Board of Directors and the Statutory Auditors' report.

Required quorum: 1/5 (20%) of company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

The Annual Financial Report 2023, which contains the annual financial statements, the report of the Board of Directors and the independent Auditor's report, is available at company's website www.krikri.gr.

The Board of Directors proposes the approval of Financial Statements 2023 and the related Board of Directors report and the independent Auditor's report, as released on 16/4/2024.

ITEM 2:

Approval of the distribution of profits of the financial year 2023, dividend distribution and remuneration from profits.

Required quorum: 1/5 (20%) of company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

The Board of Directors proposes to the Annual General Meeting of the Shareholders the approval of the overall management during the financial year 2023 and the release of Statutory Auditors for the audit for the financial year 2023.

ITEM 5:

Election of regular and alternate Statutory Auditors for the audit of the Company's financial statements for the financial year 2024, as well as approval of their fees.

Required quorum: 1/5 (20%) of company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

It is noted that the Shareholders, individuals, who are also members of the Board of Directors of the Company, may participate in the voting of the Annual General Meeting and in the calculation of quorum and majority, as the majority of the independent members of the Board of Directors have stated that they agree with the assignment of control to the proposed persons.

The Board of Directors, following a relevant recommendation of the Audit Committee, proposes the assignment of the statutory audit of the annual financial statements, the review of the interim financial statements and the audit for the issuance of a tax certificate, to the audit firm "GRANT THORNTON SA". The audit firm will assign the audit to its member _____ as Regular Auditor and _____ as Alternate Auditor. Finally, it is proposed to approve the fee of € 55,550 plus VAT.

The Board of Directors proposes to the General Meeting of Shareholders the election of two (2) Statutory Auditors, _____ as Regular Auditor and _____ as Alternate Auditor, members of the audit firm "GRANT THORNTON SA", and setting their fee for the statutory audit, at € 55,550 plus VAT.

ITEM 6:

Approval of the remuneration of the members of the Board of Directors for their presence to the Board of Directors' meetings and other services provided, for the financial year 2023 and pre-approval of the remuneration of the members of the Board of Directors for their presence to the Board of Directors' meetings and other services provided, for the financial year 2024.

Required quorum: 1/5 (20%) of company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

It is proposed the approval of the gross salaries paid to the members of the Board of Directors amounting to €31,429, other benefits €1,800 and benefits in kind €13,070, during the financial year 2023, for their services to the Company and their participation in the meetings of the Board of Directors.

It is also proposed the pre-approval of total maximum gross salaries that will be paid to the members of the Board of Directors amounting to €100,000. These fees do not include the

variable fees of €545,000 that are proposed to come from the distribution of profits for the year 2023.

The Board of Directors proposes to the Annual General Meeting on the one hand the approval of the remuneration of the members of the Board of Directors for the financial year 2023 and on the other hand the pre-approval of the remuneration of the members of the Board of Directors for the financial year 2024 as above.

ITEM 7:

Submission for discussion and voting of the Remuneration Report of the members of the Board of Directors for the financial year 2023, according to article 112 paragraph 3 of Law 4548/2018.

Required quorum: 1/5 (20%) of company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

The Remuneration Report, which includes a complete overview of the total remuneration received by the members of the Board of Directors for the year 2023, in accordance with the specific provisions of article 112 of Law 4548/2018 and which will be submitted for voting at the Annual General Meeting, according to article 112 par. 3 of Law 4548/2018, is available on the corporate website www.krikri.gr/corporate-governance/.

The Board of Directors proposes to the Annual General Meeting the voting of the Remuneration Report of the members of the Board of Directors for the year 2023, according to article 112 par. 3 of Law 4548/2018.

ITEM 8:

Submission of report of the Independent Non-Executive Members of the Board of Directors according to article 9 paragraph 5 of Law 4706/2020.

Required quorum: 1/5 (20%) of company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

The report of the Independent Non-Executive Members of the Board of Directors, which includes a complete report on the observance of their obligations for the financial year 2023, in accordance with the more specific provisions of article 7 of law 4706/2020 and which will be submitted for voting at the Annual General Meeting, according to article 112 par. 3 of Law 4548/2018, is available on the corporate website www.krikri.gr/corporate-governance/.

The Board of Directors proposes to the Annual General Meeting the voting of the report of the Independent Non-Executive Members of the Board of Directors for financial year 2023.

ITEM 9:

Notice of election by the Board of Directors of Non-Executive member, as a replacement of a previously resigned Non-Executive member, according to article 82 par. 1 of Law 4548/2018. Election of that member by the Annual General Meeting of the Company's shareholders as an Independent Non-Executive member of the Board of Directors.

Required quorum: 1/5 (20%) of company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

It will be announced to the Annual General Meeting that on 18.01.2024 Mrs. NENDOU Aikaterini has been elected as a new non-executive member of the Company's Board of Directors, in replace of the resigned non-executive member, Ms. KARTSANI Georgia. It is also proposed that, once it has been established that she meets the independence criteria, Mrs. NENDOU Aikaterini be elected as an independent, non-executive member of the Board of Directors for the remainder of its term. The justification of the proposal, the detailed curriculum vitae of Mrs. NENDOU Aikaterini and the verification of the eligibility and independence criteria of Mrs. NENDOU are posted on the Company's website, at link www.krikri.gr/corporate-governance/.

The Board of Directors announces to the General Meeting of shareholders the election of Mrs. NENDOU Aikaterini as a non-executive member of the Board of Directors of the Company and then, after it has been established that she meets the independence criteria, proposes her to be elected as an independent, non-executive member of the Board of Directors for the remainder of its term.

ITEM 10:

Approval of the Company's common share repurchase program through the Athens Stock Exchange, in accordance with article 49 of Law 4548/2018, as applicable, and provision of relevant authorisations.

Required quorum: 1/5 (20%) of company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

The Board of Directors recommends that a decision should be taken for the acquisition of the Company's common shares through the Athens Stock Exchange, in accordance with article 49 of Law 4548/2018, up to a percentage of 5% of the respective total of common shares [=1.653.256 shares]. The purpose of this program is, for a percentage of up to 2% of the total number of shares [=661.302 shares], the distribution of these shares to the Company's employees, based on the stock award program, according to article 114 of Law 4548/2018, as proposed in the context of topic 11 of the current agenda, and for a percentage of up to 3% of the respective total of shares [=991.954 shares], the reduction of the Company's share capital. The price of €3.00 per share should be set as the minimum purchase price and the price of €17.00 per share should be set as the maximum purchase price. The duration of the program is proposed to be

set at twenty-four (24) months from the decision of the Annual General Meeting. The Company's share repurchase program will be conducted in accordance with the definitions of Regulation 596/2014 on market abuse and EU Commission Delegated Regulation 2016/1052.

The Board of Directors proposes to the Annual General Meeting the approval of the Company's common shares repurchase program, as per the above.

ITEM 11:

Initiation of the stock award program, according to art. 114 of Law 4548/2018, for the members of the Board of Directors and to the Company's employees. Authorisation grants the Board of Directors to decide specific conditions of that program, according to art. 114 Law 4548/2018.

Required quorum: 1/2 (50%) of company's paid up capital

Required majority: 2/3 (66.66%) of the votes represented at the General Meeting

It is proposed the establishment of the stock awards program, according to article 114 of Law 4548/2018, with the aim of rewarding, attracting and retaining of competent employees, up to the amount of 2% of the Company's total capital on the date of the decision of the Annual General Meeting [=661.302 shares]. It is proposed the provision of the relevant authorisation to the Board of Directors to determine the rest of the program's conditions, within the limits of the authorisation of the Annual General Meeting, as well as any other relevant conditions for the implementation of the above.

The Board of Directors proposes to the Annual General Meeting, the establishment of the stock awards program, according to article 114 of Law 4548/2018, up to the amount of 2% of the Company's total capital on the date of the decision of the Annual General Meeting, and the provision of the relevant authorisation to the Board of Directors to determine the rest of the program's conditions, within the limits of the authorisation of the Annual General Meeting, as well as any other relevant conditions for the implementation of the above.