

**Draft Decision of the Annual General Meeting of the Shareholders of the
“JUMBO ANONYMUS TRADING COMPANY S.A.” on 11.11.2015**

Item 1°

Approval and confirmation by the Annual General Meeting of the company’s shareholders the by 12.12.2014 decision of the Extraordinary General Meeting of the company’s shareholders on the distribution of an extraordinary dividend of total amount of € 24.490.756,62, which was part of extraordinary reserves from taxed and undistributed profits of total amount of € 64.997.338,00 concerning the fiscal year from 1.7.2012 to 30.6.2013.

As it is known, the 12.12.2014 Extraordinary General Meeting of Shareholders decided the distribution of an extraordinary dividend of total amount of € 24.490.756,62 (gross), from which, under Article 6 of Law 4110 / 2013, a 10% tax rate has been deducted and therefore the net amount paid was EUR 0.162 per share. Further to the implementation of this decision that the General Assembly approved the dates, which had already been published in the financial calendar of the Company: a) the ex- dividend date of the extraordinary dividend on 23/12/2014, b) extraordinary dividend beneficiaries on 29/12/2014 and c) Commencement of the payment on 05/01/2015. The distribution of such financial payment was made proportionately for the distribution of dividends through the operators of the beneficiary shareholders and the paying bank «Eurobank SA». This decision, which was implemented lawfully in accordance to the above-decided and according to the provisions of the law concerning the limited liability companies and the stock exchange, it must be confirmed by a decision of the present Annual General Meeting of Shareholders.

The General Meeting then approved and confirmed following a legal voting with a majority of represented shares and votes, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the decision of the Extraordinary General Meeting of the shareholders that was held on 12.12.2014 on the distribution of extraordinary dividend of total amount of € 24.490.756,62.

Item 2°

Approval of the Individual and Consolidated Annual Financial Statements for the accounting period from 01.07.2014 to 30.06.2015, which were prepared in accordance with International Accounting Standards, with the relevant Board of Directors’ and Explanatory Report in accordance with the articles 11α L. 3371/2005, 4 L. 3556/2007 the Notes to the financial statements and the Independent Auditor’s report.

The Board of Directors proposes the approval of the Individual and Consolidated Financial Statements for the accounting period from 01.07.2014 to 30.06.2015. More specifically, it is proposed to approve the Annual Financial Report of the

BoD, drafted in accordance with the provisions of L. 3556/2007 and includes: I. the Chairman Apostolos-Evangelos Vakakis', the Managing Director Calliopi Vernadaki's and the Vice Chairman Ioannis Ikonomou's statements (in accordance with article 4 of L. 3556/2007), II. The Annual Report of the BoD, III. The Audited Annual Consolidated and Company's Financial Reports, drafted in accordance with the International Financial Reporting Standards, namely: a) Income Statement b) The Company and Consolidated Statement of Financial Position, which will be signed by the Chairman Apostolos-Evangelos Vakakis, the Managing Director Calliopi Vernadaki, the Vice Chairman Ioannis Ikonomou and the Company's Accountant Panagiotis Ksiros, c) the Statement of Changes in Shareholders' equity, d) the Statement of Changes in the Company's equity, e) the Cash flow Statement and f) the notes to the Annual and Consolidated Financial Statements of 30.06.2015, g) the Corporate Governance Statement (article 43a, par. 3d of C.L. 2190/1920), IV. The website of the suspension and Consolidated Financial Statements and V. The Summary Annual Financial data and information from 01.07.2014 to 30.6.2015.

Following a vote taken in conformity with the law, the General Meeting approved, by a majority of represented shares and votes, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the Annual Financial Statements and Consolidated Financial Statements, the Directors' Report and the Report of the Auditor of the Company and the corporate governance statement in accordance with Article 43a par. 3 case. d of cl 2190/1920.

Item 3^o

Submission for approval of the Distribution of the profits for the fiscal year 01/07/2014 to 06/30/2015 of the company and decision of the : a. Non distribution of dividend from the earnings of the fiscal year from 1.7.2014 to 30.06.2015 and transfer at the retained earnings amount of EUR 26.482.141,48 to strengthen the capital structure of the company (which is reserved from the profits of the fiscal year of € 101.717.465,04 plus remaining amount of previous year's profits € 28.374.255,46 total € 130.091.720,50, after deducting the total amount of taxes of EUR 27.054.061,74, the statutory reserve of EUR 3.763.546,21 and the special reserve for future capitalization-distribution of € 72.791.971,07) and b. payment of fees to certain Members of the Board of Directors from the profits of the aforementioned accounting period in the meaning of article 24 of C.L. 2190/1920.

a) Approval for non-distribution of dividends

The Board of Directors taking into account the imposed suspension of operations of banking institutions in the country on 28.06.2015 and afterwards the capital control as have been formed and the existing restrictions which apply proposes to the Annual General Meeting of the shareholders not to distribute dividend from the profits of the financial year 1.7.2014 to 30.06.2015.

Following a vote taken in conformity with the law, the General Meeting decided,

by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, not to distribute dividend.

b) Approval for payment of fees to certain Members of the Board of Directors from the profits

The Board of Directors proposes to the General Meeting to approve the payment to the members of the Company's Board of Directors of a fee from the profit realized in the accounting period from 01.07.2014 to 30.06.2015, within the meaning of article 24 of C.L. 2190/1920. For these fees the Board shall inform the General Meeting that the company complies with a specific policy and administration authorities of payment for some of its members: The aim of this is the level of payments to be corresponding to the time that members devote to attend Board meetings, to reflect the performance of all kinds of tasks and obligations they have, to be in accordance with the abilities, skills, experiences and attitudes of each Board member and adapt themselves to the prevailing economic conditions. Higher fees are foreseen for specialized roles of increased significance or for individuals with outstanding experience and performance. On the other hand, variable fees are linked to the performance of the member, the company and the Group in general. In view of the above policy and criteria of the Company it is proposed to approve total fees on profits of a gross amount of EUR 787.900,00, which is the same amount that the General Meeting at 17.10.2015 had approved and which will be taken from the residual balance of the net profits from 01.07.2014 to 30.6.2015 after the deduction of taxes, of statutory reserve and the amount required for the non-distribution of first dividend distribution as specifically contemplated in the law, as above. This amount of gross fees will be distributed to some members of the BoD as below: a) the amount of 460.000,00 for the Chairman of the BoD Apostolos-Evangelos Vakakis, b) the amount of 270.000,00 for the Deputy Vice Evangelos Papaevangelou, who has undertaken to represent the company before public agencies and authorities and the Department of Credit Policy and Resources and c) the amount of 19.300,00 for each one of the non-executive directors for their attendance in Board Meetings. The above mentioned members will be able to receive the above amount either at once either in monthly, quarterly or six months installments.

Following a vote taken in conformity with the law, the General Meeting approved, by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the payment of fees on profits for certain members of the Board, within the meaning of Article 24 of the Law 2190/1920.

Item 4^o

Approval as of 07.09.2015 election of Mr. Nicholas Velissariou as a new member of the Board of Directors of the Company in replacement for the remaining term of the resigned member Mr. Victor-Haim Asser.

It is proposed to the General Meeting the approval of the decision taken at

09.07.2015 by the Board of Directors of the company with that decision the Board of Directors: a) accepted the resignation of Mr. Victor-Haim Asser from both a Board member of the company and as Member of the Audit Committee and the company thanking him for his contribution to the company, b) elected as a new Independent Non-Executive Member of the Board and the Audit Committee Mr. Nicholas Velissariou.

Following a vote taken in conformity with the law, the General Meeting approved, by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the as of 07.09.2015 election of Mr. Nicholas Velissariou as a new member of the Board of Directors of the Company in replacement for the remaining term of the resigned member Mr. Victor-Haim Asser.

Item 5^o

Release of the Members of the Board of Directors and of the Company's Independent Auditors and Accountants from any liability for damages in connection with the management of the accounting period of 1.7.2014 - 30.6.2015

It is proposed to the General Meeting, after taking into consideration and evaluates the BoD's work totally and individually, in combination with the achieved results and the overall progress and prospects of the company, to decide to exempt all Board members and Independent Chartered Accountants from any liability for compensation for their activities during the financial year from 01.07.2014 to 30.6.2015.

Following a vote taken in conformity with the law, the General Meeting approved, by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the discharge of all members of the Board and the independent Chartered Accountants of the company from any liability for compensation for the activity during the fiscal year from 1.7.2014 to 30.6.2015.

Item 6^o

Election of regular and alternate Independent Auditors for auditing the financial statements of the current accounting period from 1.7.2015 to 30.6.2016 and determination of their fee.

For the assignment of the audit of the accounting period from 01.01.2015 to 30.06.2015 is proposed the Auditing Firm GRANT THORNTON S.A., with SOEL R.No. 127 which in the month of its selection, will appoint the Regular and Alternate Auditors who will take the responsibility for the audit, in accordance with the P.D. 226/1992, as modified by the P.D. 341/1997 and L. 3693/2008, the C.L. of 2190/1920 and L. 2238/1994 (art. 82 par. 5). Their fees, which will be in accordance with the current legislation, are going to remain at the amount of EUR

79.992,00 for the regular audit and of EUR 35,600.00 for the tax audit.

Following a vote taken in conformity with the law, the General Meeting selected, by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the Auditing Firm GRANT THORNTON S.A. with SOEL R.No. 127 which in the month of its selection, will appoint the Regular and Alternate Auditors who will take the responsibility for the audit, in accordance with the P.D. 226/1992, as modified by the P.D. 341/1997 and L. 3693/2008, the C.L. of 2190/1920 and L. 2238/1994 (art. 82 par. 5).

Item 7^o

Final approval of the fees of the members of the Company's Board of Directors for the accounting period from 1.7.2014 to 30.6.2015 and specifically for the period from 1.7.2014 until 31.10.2014.

On this issue the Board of Directors inform the General Meeting that according to established practice to preliminary approve fees paid to some of the members of the Board of Directors, for each fiscal year, during the fiscal year from 1.7.2014 to 30.6.2015 and specifically for the period from 01.07.2014 up to 31.10.2014, some of the Board members of the company had taken, as appropriate, the following amounts of gross wages: a) the amount of 87.800,00 for the Chairman of the BoD Apostolos-Evangelos Vakakis, b) the amount of 77.142,84 for the Deputy Vice Evangelos Papaevangelou, who has undertaken to represent the company before public agencies and authorities and the Department of Credit Policy and Resources. The above fees are subject to tax in accordance the Law 4172/2013. These fees, which had been pre-approved by the Annual General Meeting that was held on 17.10.2014, at this stage, should be finally approved by the Annual General Meeting for the current fiscal year from 1.7.2014 to 30.6.2015.

Following a vote taken in conformity with the law, the General Meeting approved, by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the fees paid to certain members of the Board of Directors for the fiscal period from 1.7.2014 to 30.6.2015

Item 8^o

Election of new Board of Directors for a two-year (2) term of service

In accordance to the decision of the 06.11.2013 Annual General Meeting of shareholders of the company, a seven- member Board of Directors was elected for two years, which consists of four (4) executive , one (1) non-executive and two (2) independent non- executive members. Taking into account that on 06.11.2015 the term expired, prolonged until the current Annual General Meeting of the above members of the Board of Directors it should be elected a new Board of Directors to serve for two years.

The brief biographies of the Board of Directors' candidates are at the company's website www.jumbo.gr along with other information relevant to the General Meeting.

The mandate of the new Board, which will be set up in this body with all its members, is two years and begins his election (11/11/2015) until 11/11/2017, prolonged automatically, in the provision of par. B 'Article 10 of the Statute of the company, until the convening of the Annual General Meeting of shareholders that will be held in the second half of 2017, and cannot exceed the six years time.

Following a vote taken in conformity with the law, the General Meeting, by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, elected the new Board of Directors with term of service of two years

Item 9^o

Appointment of members of the Audit Committee and define of its responsibilities

The General Meeting elected by a majority of of the votes represented or% , the following members of the Audit Committee:

- 1 Paraskevi Kavoura, Non-Executive Member
- 2 Georgios Katsaros, independent non-executive member
- 3 Nikolaos Velissariou, independent non-executive member

The term of service of the Audit Committee is two years and expires along with the term of service of the Board of Directors, postponed until the General Meeting of shareholders that will be held during the second half of 2017. The Audit Committee will have all the authorities, responsibilities and rights under Article 37 of Law 3693/2008, in combination with the written Operation Regulation and the relevant provisions of the Code of Corporate Governance (2011) of SEV, which has been adopted by the company.

Item 10^o

Approval of amendment of par. a', Article 4, of the Company (purpose) to extend its scope. Wording of the Company Statute in a single text.

As is well known, the company, in its effort to maintain or even expand its turnover, is continually expanding its product range with new product codes. Considering that in some cases the company's activity code number declarations to the competent tax office, despite the fact that the list of activities relevant to the purpose of the company is only indicative and does not limit the extension to other species, there were reactions by the officials as to whether the objective covers the selected activities. For the avoidance of doubt, it is proposed the adoption of an amendment of par. a', Article 4, of the current Statute of the Company, which shall read verbatim as follows:

Article 4.- Scope.

α. The Company's Scope is:

1. The production, importation and marketing of toys, furniture, baby clothing, infant and baby products, stationery, seasonal items and various annexes, appurtenances and accessories in general merchandise for infants, toddlers, children, the whole family, home, pets and for leisure time.

2. The introduction and marketing, wholesale and retail, via selling shops and / or via e-commerce shops (e-shop), to the following types of goods and products:

a. Any kinds of crafts and industrial items, such as furniture and small furniture, utensils, plastic products, electrical and electronic appliances, cosmetics, detergents, soaps, glassware, touristic items, books, schoolbags, stationery, video and audio playback systems, video and audio tapes, video and audio cassettes, video and audio discs (vinyl, compact discs, CD-rom, DVD etc.), sports equipment, seasonal items, gifts, decoration items, adornment items, office and household items, horticultural soil, plants and plant seeds, any utilitarian objects and small items of any material, posters, paintings, advertising material and items related to infants, toddlers, children, parents, home and car. Also raw and packaging materials intended for production and / or packaging crafts and industrial goods and all kinds of products.

b. Textiles and innovations of any kind and forms, for men, women and children, clothing and footwear, leather goods, sportswear, sport and fitness instruments and other appurtenances, and accessories of all these species, as well as raw materials from which they are derived ie yarns, fabrics, leather etc.

c. Standardized foods, beverages, water, soft drinks, sweets, ice cream, confectionery products and other similar items of bakery, confectionery and chocolate and general foodstuffs.

d. Any care products for pets and birds including standard and / or prepared foods, in any package type.

e. Tobacco, cigarette paper and other kinds of smoking items.

3. The exploitation of snack bar businesses, cafe-restaurants, which will operate in shopping centers areas, inside or near the company's stores.

4. The rental and property market for further exploitation, particularly reconstruction, establishment of horizontal or vertical ownerships, sell, lease or exploitation of other type for gain.

5. The studies and counseling in the form of Franchising to companies on issues pertaining to organization, management, trade trafficking, technology development and transfer.

6. The marketing exercise and trade in the import-export and agencies. The representation of foreign companies in Greece that produce or market knowledge (know-how), technical and technological equipment.

7. The participation of the company to existing or to 'be formed' companies with the same or a similar or even different work piece and generally the cooperation with other companies in any legal form. "

Thereafter the Statute of the Company will accordingly be formulated into a single text.

The General Assembly upon a legal majority voting of
represented shares and votes and a abstention of represented.....shares by
the voting, namely a majority of.....% approved the amendment of par. a', Article 4, of
the Company (purpose) to extend its scope. Wording of the Company Statute in a
single text.