

**Draft Decisions of the Ordinary General Meeting of the Shareholders of the company**

**“JUMBO S.A.” (hereinafter the “Company”) of 09.07.2025**

**according to article 123 par. 4 of Law 4548/2018**

**Item 1st: Submission and approval of the Annual Financial Report for the financial year from 01.01.2024 to 31.12.2024, which includes the annual separate and consolidated financial statements, the relevant Board of Directors' statements and Statutory Auditors' reports.**

*(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)*

The Board of Directors proposes the approval of the Annual separate and consolidated Financial Statements for the financial year from 01.01.2024 to 31.12.2024, as approved by the Board of Directors and published in accordance with the provisions and formalities of the applicable stock exchange legislation, together with the relevant statements and reports of the Board of Directors and the Statutory Auditors.

The Annual Financial Report is published as a separate document on the Company's website: <https://corporate.e-jumbo.gr/en/investor-relations/financial-statements/group-parent/all-companies-125350/>

Following a vote taken in conformity with the law, the General Meeting approved the Annual Financial Report which includes the annual separate and consolidated financial statements for the financial year from 01.01.2024 to 31.12.2024, the relevant Board of Directors' statements and Statutory Auditors' reports, by a majority of ... represented shares and votes, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

**Item 2nd: Presentation of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020.**

*(This item is not put to a vote)*

The Chairman invited the independent non-executive member of the Board of Directors, Mrs. ...., to present to the General Meeting of Shareholders the report of the independent non-executive members of the Board of Directors of the Company, according to with article 9 par. 5 of Law 4706/2020, operative and done.

The relevant report of the independent non-executive members of the Board of Directors to this Annual General Meeting of Shareholders was brought to the attention of the shareholders and is available on the Company's website with the other accompanying documents of the Annual General Meeting (<http://corporate.e-jumbo.gr/en/imerosi-ependyton/pliories-ependyton/genikes-synefseis/>)

**Item 3rd: Presentation of the Report of the activities of the Audit Committee for the financial year from 01.01.2024 to 31.12.2024 to the shareholders of the Company by the Chairman of the Audit Committee.**

*(This item is not put to a vote)*

It is proposed, as required by the applicable legislation, that the Chairman of the Company's Audit Committee inform the Company's shareholders about the content of the Audit Committee's report for the financial year from 01.01.2024 to 31.12.2024 within the context of the provided activities.

The report on the activities of the Audit Committee is published as a separate document on the Company's website: <https://corporate.e-jumbo.gr/en/investor-relations/shareholder-information/general-meetings/>

**Item 4th: Approval of the table of profit distribution from 01.01.2024 to 31.12.2024, which was drafted in accordance with IFRS, and distribution of dividend.**

*(Required quorum 1/2 of share capital and majority 2/3 votes represented)*

The Board of Directors, following a reassessment of prevailing market conditions and acknowledging that such conditions do not currently permit the continuation of the share buyback program, resolved to recommend to the Annual General Meeting of Shareholders the distribution of a dividend, as a form of shareholder reward.

It is proposed the approval of the following Table of Profit Distribution from 01.01.2024 to 31.12.2024, which was prepared according to IFRS:

<b>PROFIT DISPOSAL IFRS</b>	<b>31/12/2024</b>
Net results (profit of the financial year)	304.110.603,83
Plus: Balance of results (profits) of previous financial years	26.770.565,29
Minus: Loss from stock valuation	0.00
<b>Total</b>	<b>330.881.169,12</b>
Minus: Taxes	
Minus Income tax	49.360.759,29
Minus Pillar II Tax Cyprus Subsidiary	683.270,00
<b>Total Taxes</b>	<b>50.044.029,29</b>
Deferred tax	45.837,93
<b>Total Taxes</b>	<b>49.998.191,36</b>
<b>Earnings for distribution</b>	<b>280.882.977,76</b>
<b>The profit distribution is as follows:</b>	
Dividend	68.029.879,50
Reserve for Treasury Shares	23.667.738,24
Fees to the members of the BoD	1.205.805,25
Extraordinary reserve	159.500.000,00
Distribution of profits to employees	2.950.000,00
<b>Balance of retained earnings</b>	<b>25.529.554,77</b>
<b>Number of Shares</b>	<b>136.059.759</b>
<b>Retained earnings</b>	<b>25.529.554,77</b>
<b>Earnings available for distribution -IFRS</b>	<b>280.882.977,76</b>
<b>Dividend per share</b>	<b>0,5000</b>
Minus 5% tax	0,0250
<b>Net Dividend per share</b>	<b>0,4750</b>

The Board of Directors of the Company proposes to the Ordinary General Meeting of Shareholders the distribution of a dividend from the profits of the fiscal year 2024 of a gross amount of EUR 68.029.879,50 on a total of 136.059.759 shares of the company, i.e. of a gross amount of 0,50 EUR/ share. The current dividend tax (currently 5%) shall be deducted from this dividend, where required, and a net amount (after deduction) of 0,4750 EUR/Share will be paid on a case-by-case basis.

Taking into account the number of treasury shares held by the Company, namely 1.694.198 shares, the distribution of the aforementioned total amount corresponds to a gross amount of 0,5063 EUR per share of the Company. The net extraordinary cash distribution, after the deduction of withholding tax of 5%, where applicable, amounts to 0,4809892136 EUR per share.

The Board of Directors notes that the proposed dividend amount to be distributed is below the statutory minimum dividend, as it represents approximately 24% of the net profits – after the deductions under paragraph 1 of Article 161 of Law 4548/2018 – taking into account the current market conditions, the resolution of the Extraordinary General Meeting of Shareholders dated 19.03.2025 regarding an extraordinary cash distribution to shareholders in the total amount of EUR 63.499.089,53 (which was part of the extraordinary reserves from taxed and undistributed profits of the financial year 2023), as well as the fact that the Company has proceeded with the repurchase of a total of 1.694.198 treasury shares for the purpose of cancellation, under the Share Buyback Program approved by the General Meeting on 26.09.2024, implemented for the benefit of the Company's shareholders.

For the implementation of this decision, it is proposed to define the following dates, which have been published in the updated financial calendar 2025 of the Company, namely: a) Cut-off date of the dividend distribution on 21.07.2025, a date after 18.07.2025, which is the date expiration of Futures contracts on the FTSE/ATHEX Large Cap Index. b) Beneficiaries of the dividend (record date) on 22.07.2025 and c) Payment commencement day of the dividend on 24.07.2025. The distribution of the dividend for the financial year 2024 should be carried out in accordance with the applicable legislation through the paying bank "Eurobank S.A.", with which a relevant contract should be signed, with the usual terms and agreements of corresponding relevant dividend distribution contracts, the which will be signed by the Managing Director of the Company, Konstantina Demiri of Stavros.

Following a vote taken in conformity with the law, the General Meeting approved the table of profit distribution from 01.01.2024 to 31.12.2024 which was prepared according to IFRS, and the dividend distribution, by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

**Item 5th: Approval of the cancellation of 1.694.198 treasury shares acquired by the Company under the approved share buyback program for the purpose of cancellation, with a corresponding reduction of the Company's share capital by the amount of €1.490.894,24, in accordance with Article 49 of Law 4548/2018, and the subsequent amendment of Article 5A ("Share Capital – Shares") of the Company's Articles of Association.**

*(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)*

It is proposed, in accordance with Article 49 of Law 4548/2018, to cancel the total of 1.694.198 treasury shares held by the Company, each with a nominal value of €0,88, which are in the Company's possession as of the publication date of the notice to the Annual General Meeting of Shareholders. These shares were acquired during the period from 01.10.2024 to 27.03.2025, under the Share Buyback Program approved by the General Meeting of Shareholders on 26.09.2024, at an average purchase price of €25,4191 per share, for the purpose of cancellation.

As a result of the cancellation of the aforementioned shares, it is proposed to reduce the Company's share capital by the amount of €1.490.894,24, which corresponds to the total number of shares to be cancelled multiplied by the nominal value of the Company's share, i.e. 1.694.198 shares × €0,88 per share. It is also proposed to amend Article 5A of the Company's Articles of Association, titled "Share Capital – Shares," in order to reflect the above reduction of the share capital. Article 5A is proposed to be amended as follows:

*[ARTICLE 5A OF THE ARTICLES OF ASSOCIATION – ADDITION AS SET OUT BELOW]:*

**"[...] Pursuant to the resolution of the Ordinary General Meeting of Shareholders held on 09.07.2025, the Company's share capital was reduced by one million four hundred ninety thousand eight hundred ninety-four**

euro and twenty-four cents (€1.490.894,24), due to the cancellation of one million six hundred ninety-four thousand one hundred ninety-eight (1.694.198) treasury shares, which had been acquired by the Company in accordance with Article 49 of Law 4548/2018, pursuant to a resolution of the General Meeting of Shareholders approving a share buyback programme with the purpose of their cancellation.

***As a result of the above reduction, the Company's share capital amounts to one hundred eighteen million two hundred forty-one thousand six hundred ninety-three euro and sixty-eight cents (€118.241.693,68), divided into one hundred thirty-four million three hundred sixty-five thousand five hundred sixty-one (134.365.561) common registered shares, with a nominal value of eighty-eight cents (€0,88) each."***

The General Meeting, following a lawful vote, approved, by a majority of ... represented shares and votes and with an abstention of ... represented ... shares from the vote, i.e., by a majority of ...% of the represented shares, the cancellation of 1.694.198 treasury shares, with a corresponding reduction of the Company's share capital by the amount of €1.490.894,24, in accordance with Article 49 of Law 4548/2018 and the respective amendment to Article 5A ("Share Capital – Shares") of the Company's Articles of Association.

**Item 6th: Approval of the overall Board of Directors' management of the Company for the financial year from 01.01.2024 to 31.12.2024 in accordance with article 108 of Law 4548/2018 and discharge of the Statutory Auditors for the financial year from 01.01.2024 to 31.12.2024 in accordance with article 117 par.1 (c), of Law 4548/2018.**

*(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)*

The Board of Directors proposes to the Ordinary General Meeting of Shareholders, the following:

a. After taking into account and evaluating the work of the Board of Directors as a whole, as well as independently and separately for each of its members, during the financial year 2024, in combination with the achieved financial results and the general course of the Company, the prospects and the evolution of its investment plan, to approve, in accordance with the article 108 of Law 4548/2018, the overall management of the Company, which took place by the Board of Directors of it, by each Board of Directors' member individually, in his respective capacity, but also by all its members collectively for the activities of the financial year that ended on 31.12.2024, and

b. To approve, according to the article 117 par. 1 case (c) of Law 4548/2018, the discharge of the auditing firm "BDO STATUTORY AUDITORS SA", with Register Number SOEL: 173, as well as its statutory auditors: a) Regular: Andriana Lavazou, with Register Number SOEL: 45891 and b) Alternate: Antonios Anastasopoulos, with Register Number SOEL: 33821, from any liability for damages for the fiscal year from 01.01.2024 to 31.12.2024.

Following a vote taken in conformity with the law, the General Meeting approved the overall management of the Company for the financial year from 01.01.2024 to 31.12.2024 and the discharge of the Statutory Auditors for financial year 01.01.2024 to 31.12.2024, by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

**Item 7th: Approval of granting remuneration to the Members of the Company's Board of Directors from the profits of the financial year from 01.01.2024 to 31.12.2024 within the meaning of article 109 of Law 4548/2018.**

*(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)*

It is proposed to approve the granting of remuneration to the members of the Board of Directors of the Company from the profits made during the corporate year from 01.01.2024 to 31.12.2024, in accordance with the article 109 of Law 4548/2018 and in accordance with the articles 18 and 35 of Articles of Association. It is noted that the remuneration of members of the Board of Directors, resulting from the profits of a societe anonyme, is a dividend, in accordance with the provisions of par. 1 of article 36 of Law 4172/2013. Tax and insurance contributions will be calculated in accordance with applicable law. The General Meeting was informed that the proposal for the following remunerations is upon

recommendation of the Company's Remuneration and Nominations Committee, which has verified that the requirements of the duly published Remuneration Policy, as approved by the General Meeting of 05.07.2023, are met.

It is proposed to approve the granting of remuneration on the profits of the total gross amount of EUR 1.205.805,25, which will be taken from the remaining net profit of the corporate year from 01.01.2024 to 31.12.2024. The total gross amount of remuneration (on which the proportional income tax is deducted and insurance contributions) is proposed to be distributed to some members of the Board of Directors, as follows (gross): (a) To the Chairman of the Board of Directors Apostolos-Evangelos Vakakis amount of EUR 680.589,04 (b) to the Vice Chairman of the Board of Directors, an amount of EUR 90.000,00 (c) to the member of the Board of Directors and CFO Polys Polycarpou the amount of EUR 226.680,84, (d) To the member of the Board of Directors Sofia Vakaki, the amount of EUR 30.973,60, in addition to her salary for on-going monitoring and further improvement and development of the online store of the Company, (e) To the member of the Board of Directors and CEO Konstantina Demiri, the amount of EUR 33.926,40, in addition to her salary for systematic contribution to the implementation of the strategy of the Company.

To each of its non-executive members Nikolaos Velissariou and Fotios Tzigos the amount of EUR 36.208,14, to the non-executive member Mrs. Evanthia Andrianou the amount of EUR 30.973,60, to each of its non-executive members to the non-executive member Argyro Athanasiou and Efthymia Deli the amount of EUR 12.000,00, to each of its non-executive members Marios Lasanianos and Savvas Kaouras an amount of EUR 8.122,74 for their participation in the meetings of the Board of Directors, as well as in committees of the Company. The above members are entitled to receive the resulting net amounts of their fees in one lump sum or in installments.

At this point, it is mentioned: a) For the CEO of the Company, she is employed by the Company by an indefinite-term employment contract, which is governed by the provisions of labor law (according to the remuneration policy). Her remuneration for the period 01.01.2024- 31.12.2024 from this contract amounts to a fixed salary of EUR 397.714,51, and relevant employer contributions in the amount of EUR 25.115,75, and b) For the executive member of the Board of Directors, Ms Sofia Vakaki, who is employed by the Company by an indefinite-term employment contract, which is governed by the provisions of labor law. The remuneration based on her employment contract for the period 01.01.2024-31.12.2024 amounts to a gross salary of EUR 105.437,43 and the relevant public insurance employer's contributions in the amount of EUR 22.044,96.

Following a vote taken in conformity with the law, the General Meeting approved payment of remuneration from profits from the financial year from 01.01.2024 to 31.12.2024 for certain members of the Board of Directors, by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

**Item 8th: Submission and voting of the Remuneration Report for the financial year 01.01.2024-31.12.2024 by the Ordinary General Meeting of the Company's shareholders in accordance with article 112 of Law 4548/2018.**

*(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)*

It is proposed to approve the Remuneration Report of the year 2024, which has been prepared in accordance with the provisions of the article 112 of Law 4548/2018. The text of the remuneration report for the year 2024 has been posted as a separate document on the Company's website: <https://corporate.e-jumbo.gr/en/investor-relations/shareholder-information/general-meetings/>

It is clarified that the vote of the shareholders on the Remuneration Report is of an advisory nature, according to the article 112 par. 3 of Law 4548/2018.

Following a vote taken in conformity with the law, the General Meeting approved the Remuneration Report for the financial year from 01.01.2024 to 31.12.2024, by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

**Item 9th: Approval of the distribution of part of the profits for the financial year 01.01.2024 – 31.12.2024 to executives and employees of the Company.**

*(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)*

The Board of Directors, taking into account the financial results and profitability of the financial year 2024, as well as the relevant recommendation of the Company's Remuneration Committee regarding the distribution of profits to executives and employees of the Company who actively contribute, through their performance, to the achievement of the Company's objectives, proposes the distribution of an amount of up to € 2.950.000, which shall be paid in accordance with the specific terms set out in a relevant decision of the Board of Directors.

The General Meeting, following a lawful vote, approved, by a majority of ... represented shares and votes and with ... represented ... shares abstaining from the vote, i.e. with a majority of ...% of the represented shares, the distribution of part of the profits of the financial year 01.01.2024 – 31.12.2024 to executives and employees of the Company.

**Item 10th: Approval of the Suitability Policy of the Company's members of the Board of Directors in accordance with the provisions of article 3 of Law 4706/2020 in accordance with Law 4706/2020, as amended by Law 5178/2025**

*(Required quorum: 1/5 of the share capital and absolute majority of the votes represented)*

It is proposed to approve the Suitability Policy of the Company's members of the Board of Directors, which has been drafted according to the provisions of article 3 of Law 4706/2020 as amended by Law 5178/2025 and the guidelines of the Hellenic Capital Market Commission (circular no. 60 / 29.04.2025).

The text of the suitability policy is published, as a separate document, at the website of the Company:

<https://corporate.e-jumbo.gr/en/investor-relations/shareholder-information/general-meetings/>.

Following a vote taken in conformity with the law, the General Meeting approved the Suitability Policy of the members of the BoD, by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

**Item 11th: Election of a new Board of Directors with a two-year mandate and appointment of independent members.**

*(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)*

It is proposed that a new Board of Directors be elected, with a two-year term of office, commencing on the date of its election and automatically extended, in accordance with the law and paragraph (b) of Article 10 of the Company's Articles of Association, until the convening of the first Ordinary General Meeting following the expiration of its term, which may not exceed three years.

In accordance with the relevant recommendation of the Company's Remuneration and Nomination Committee, which has been established pursuant to Articles 10, 11 and 12 of Law 4706/2020, the following are proposed: (a) the re-election of each of the current eleven (11) members of the Board of Directors; (b) the expansion of the Board of Directors through the election of two (2) additional members; and (c) the designation of Evanthia Andrianou, Marios Lasanianos, Savvas Kaouras, Argyro Athanasiou, Efthymia Deli, Theodoros Gakis, and Georgios Tsagkaris as independent members of the Board of Directors, as they meet the independence criteria set out in paragraphs 1 and 2 of Article 9 of Law 4706/2020, as verified by the Remuneration and Nomination Committee.

The composition of the Board of Directors was substantively evaluated by the Remuneration and Nominations

Committee, enabling the Board itself to ascertain that it, collectively, as well as its committees, possesses the appropriate balance of knowledge, skills, experience, diversity, and independence necessary for the effective performance of its duties.

More specifically, the proposed composition of the new Board of Directors of the Company is characterized by diversity, professional depth, and strong independence, enhancing the effectiveness of Corporate Governance and reinforcing the commitment to the principles of transparency and sustainable development.

The Board of Directors is composed of members with a high level of expertise and diverse academic and professional backgrounds in the fields of retail, auditing, law, banking, finance, shipping, and the consumer goods industry. This variety of skills and experiences strengthens the Board's ability for strategic oversight and effective risk management in a dynamic business environment.

The Board of Directors includes **seven (7) independent non-executive members** who fully meet the independence criteria set out in paragraphs 1 and 2 of Article 9 of Law 4706/2020. The presence of a strong independent majority ensures the objective supervision of executive members and decision-making in line with the interests of the Company and all its shareholders.

Female representation on the Board of Directors is significantly enhanced, as out of the **thirteen (13)** candidate members of the Board of Directors, **five (5) are women, i.e., 38%**, a percentage that significantly exceeds the minimum institutional requirements and demonstrates the Company's firm commitment to shaping a Board that reflects the principles of equal participation and the promotion of female leadership.

This composition ensures institutional compliance and strengthens the Company's modern orientation by integrating the principles of inclusion, accountability, and the continuous improvement of corporate governance.

Following this and after the Company's Remuneration and Nominations Committee has examined and evaluated the proposed members of the Board of Directors individually, as well as the Board of Directors collectively, the Board of Directors proposes to the General Meeting to decide on the election of a new 13-member Board of Directors, as follows:

#### 11.1. Apostolos- Evangelos Vakakis- Re-election

Apostolos Vakakis (born in 1954) is a second-generation entrepreneur with extensive experience in the retail sector. He studied business administration and financial management at the University of Warwick (United Kingdom).

Mr.Apostolos-Evangelos Vakakis has unique knowledge and experience in the field in which the Company operates. It contributes decisively to the Company's strategy. In addition, he meets all the criteria as per the approved Suitability Policy of the Company. Without any doubt, he has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgment while he devotes sufficient time to perform his duties.

#### 11.2. Konstantina Demiri, CEO- Re-election

Konstantina Demiri (born in 1958) has been the Company's CEO since 2016. Prior to her election, she was the financial director and financial controller of the Company since 2003. Her professional career and expertise are in accounting, financial reporting, and taxation, which are invaluable traits when affecting transactions for the Company. Prior to joining the Company, Konstantina worked for more than 20 years as a financial controller in one of the biggest supermarkets in Greece.

Mrs.Konstantina Demiri has been a member of the Board of Directors since 2016. She is responsible for the implementation of the Company's strategy. She has unique knowledge and experience in the field in which the Company operates. She also possesses the appropriate skills, ethics, reputation, she stands out for her integrity and

objective judgment while she devotes sufficient time to perform her duties. Finally, to this day, she makes significant decisions that are aligned with the corporate values.

#### 11.3. Polys Polycarpou, CFO- Re-election

Since 2022, Polys Polycarpou has served as an Executive Member of the Board of Directors. In 2024, he assumed the role of Chief Financial Officer (CFO), contributing actively to the Company's strategic development. He brings 22 years of experience and expertise in financial and business analysis, consistently ranking highly among internationally renowned institutional investor lists. Driven by a passion and sustained commitment to business strategy analysis and investment opportunity evaluation, he has cultivated specialized know-how across nearly all sectors of the economy. He co-founded the first independent research provider in the Greek/Cypriot market. His previous roles include Financial Analyst at Citi Investment Research, Vice President at Deutsche Bank Global Markets, Deputy Head of Research at Alpha Finance S.A., and Institutional Equity Sales Executive at Kappa Securities S.A. He holds an MSc in International Finance and Investment Banking from ICMA and a Bachelor's degree in Business Administration and Economics with First Class Honors from Coventry University. He is a graduate of the English School of Nicosia.

Mr. Polys Polycarpou (born in 1978) meets all the criteria according to the approved Suitability Policy of the Company. He has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgment while he devotes sufficient time to perform his duties. From 2022 up to date, he has made a decisive contribution to the Company's performance, serving the corporate values and the long-term interests of the Company.

#### 11.4. Sofia Vakaki- Re-election

Sofia Vakaki (born in 1987) earned her undergraduate at Accounting and Finance from the University of San Diego and earned her M.S. in Hospitality at the University of New York. Before joining Jumbo, Sofia was with Grant Thornton International LTD. Since 2012, she has been working at Jumbo at the Merchandising Department of the Company with responsibility for all the stores in Greece, Bulgaria, Romania Cyprus and of the online store. Sofia also heads the Strategic Planning and Marketing Departments.

Mrs. Sofia Vakaki meets all the criteria according to the approved Suitability Policy of the Company. She has sufficient knowledge, skills, morals, reputation; she is distinguished for her integrity and objective judgment while she devotes sufficient time to perform her duties. She has considerable experience of the retail sector and up to date she has contribute to the Company's performance.

#### 11.5. Dimitrios Kerameus - Re-election

Dimitrios Kerameus (born in 1977) is a non-executive member of the Company's Board of Directors and its Vice-Chairman. He is a graduate of the Law School of the Ludwig-Maximilians University of Munich, Germany (2001), with postgraduate studies (LLM) at New York University, USA (2002) specializing in corporate and maritime law.

He has more than twenty years of professional experience. He worked for two years as an attorney at a law firm in New York, USA, in the commercial law department representing companies in mergers, acquisitions, joint ventures and financings, as well as in matters of supervision and compliance with the rules of the US Securities and Exchange Commission (SEC). He also worked for two years in a shipping company in Greece. Since 2008, he has been working as a managing partner of "Kerameus & Associates Law Firm". He focuses on the areas of commercial and corporate law, maritime law, mergers, acquisitions and joint ventures law, banking law, as well as privatizations, representing domestic and foreign companies in the negotiation of business transactions. He is a member of the Athens Bar Association since 2007 and a New York lawyer since 2002. He speaks fluent English, French and German. He is an independent, non-executive member of the board of directors of the listed company "GEKE S.A." and of its remuneration committee. He is also a board member of non-listed Greek companies.

Mr. Dimitrios Kerameus meets all the criteria according to the approved Suitability Policy of the Company. He has sufficient knowledge, skills, morals, reputation; he distinguishes for his integrity and objective judgment while he has sufficient time to perform his duties. With his valuable knowledge and skills, since 2020 as a member of the Board of Directors, among others, he has contributed significantly to the overseeing the execution of the Company's strategic planning.

#### 11.6. Fotios Tzigkos– Re-election

Fotis Tzigkos (born in 1959) is a graduate of the Athens University of Economics and Business, (1981). Following a solid career of more than five years as chief accounting and tax manager of a multinational corporation, in 1988 Fotis co-founded (TZIGKOS I BANTRAS Accounting and Tax Consulting S.A.). Fotis maintains primary responsibility for accounting and tax services in the retail, financial and shipping industries and he specializes in consulting both for private individuals and companies concerning tax legislation and compliance. He has sufficient knowledge in the retail sector, which he obtained by working as an accounting and tax consultant in many commercial public limited companies. He has extensive knowledge in auditing, by working as an auditor in public limited companies, which are not subject to Part B article 2 sub-paragraph A1 of Law 4336/2015.

Mr. Fotis Tzigkos meets all the criteria in accordance with the approved Suitability Policy of the Company. He has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgement. He has specialized knowledge about the auditing process of financial statements.

#### 11.7. Evanthia Andrianou – Re-election (Independent, Non- Executive Member)

Evanthia Andrianou (born in 1970) is a graduate of the American College (Pierce) (1987). She earned a degree in Business Administration from the Athens University of Economics and Business (ASOEE) and holds an MBA from the Kellogg Graduate School of Management.

In 1992, she started her professional career as an auditor with PWC. Over 1998 to 2014 she worked as an Investment Banking executive at Telesis SA, at Accentis Corporate Finance and at EFG Telesis Finance, where she was Director of Investment Banking. Since 2014, she has been a fund manager in the field of Private Equity and one of the co-founders of the investment funds SouthBridge Europe Mezzanine, which invests in developing Greek companies. She holds a non-executive board position in companies in the portfolio of SouthBridge Europe Mezzanine and she is a founding member and shareholder of SouthBridge Advisors AEDOOE. She has gained knowledge in the retail sector by investing in retail companies.

Ms. Evanthia Andrianou meets all the criteria in accordance with the approved Suitability Policy of the Company. She has sufficient knowledge, skills, morals, reputation, she is distinguished for her integrity and objective judgement. She has significant knowledge and experience in the Company's field of activity and up to date, due to her participation in the Company's Audit Committee, she has contributed significantly to the work of said Committee. In addition, the absence of impediments or incompatibilities in accordance with the provisions of the Law, the applicable Corporate Governance Code and the Company Internal Operating Rules, is noted. Regarding her election as an independent Board member, it is stated that she meets the independence criteria stipulated by paragraphs 1 and 2 of article 9 of the Law 4706/2020 and is free from financial, business, family or other dependent relations, which could influence her decisions and her independent and objective judgment.

#### 11.8 Marios Lasanianos- Re-election (Independent, Non- Executive Member)

Marios Lasanianos (born in 1974) is a Certified Public Accountant and member of the Greek Institute of Certified Public Accountants. He also holds the title of Fellow Member ACCA (Association of Certified Chartered Accountants). He is a Certified Fraud Examiner, member of the Association of Certified Fraud Examiners and of the Hellenic ACFE.

During 1998 - 2018, he worked as an auditor and business consultant in Grant Thornton Greece where he reached the rank of Partner. During his career, he led numerous projects in internal and external audits in private and public entities. He also served as a business consultant in Transactional Advisory and Forensic Advisory services. Furthermore, he was as Grant Thornton Greece's representative to the Global Audit Quality Committee of Grant Thornton International with the purpose of establishing standards and processes for the enhancement of quality in audit.

During 2018 - 2021, he worked as a Director of Finance in reputable retail and wholesale companies. Since October 2022, he is the Director of Transaction Advisory Services at Baker Tilly Business Consulting SA, a member of the international network of Baker Tilly International. Finally, he is a member of the Audit Committee of the Company.

Mr. Marios Lasanianos meets all the criteria in accordance with the approved Suitability Policy of the Company. He has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgement. He has specialized knowledge and up to date he has contributed significantly to the activity of the Company's Remuneration and Nominations Committee and of the Audit Committee. In addition, the absence of impediments or incompatibilities in accordance with the provisions of the Law, the applicable Corporate Governance Code and the Company Internal Operating Rules, is noted. Regarding his election as an independent Board member, it is stated that he meets the independence criteria stipulated by paragraphs 1 and 2 of article 9 of the Law 4706/2020 and is free from financial, business, family or other dependent relations, which could influence his decisions and his independent and objective judgment.

#### 11.9. Savvas Kaouras- Re-election (Independent, Non- Executive Member)

Savvas Kaouras (born in 1978) is a has been a Certified Public Accountant, a member of Greece Certified Public Accountants. He earned his first degree in business administration and management and holds a Master's degree in Maritime Studies from the University of the Aegean. Over 2005 - 2014 he worked as an auditor and business consultant at Grant Thornton Greece and RSM Greece. During his career he was responsible for numerous projects in the field of tactics and taxation in private and public companies. Since 2014 he is the head of the financial department of a shipping group in Greece.

Mr. Savvas Kaouras meets all the criteria in accordance with the approved Suitability Policy of the Company. He has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgement. He has specialized knowledge in auditing and accounting and from his election as a member of the Board of Directors up to date, he has contributed significantly on the overview of the Company's strategy and its implementation. In addition, the absence of impediments or incompatibilities in accordance with the provisions of the Law, the applicable Corporate Governance Code and the Company Internal Operating Rules, is noted. Regarding his election as an independent Board member, it is stated that he meets the independence criteria stipulated by paragraphs 1 and 2 of article 9 of the Law 4706/2020 and is free from financial, business, family or other dependent relations, which could influence his decisions and his independent and objective judgment.

#### 11.10. Argyro Athanasiou -New Nomination (Independent, Non- Executive Member)

Hiro Athanassiou (born in 1960) in an American College of Greece alumni (Pierce & Deree), and has a MSc in Economics from London School of Economics. She worked for Unilever for 32 years, holding various local, regional and global roles, in Marketing, Customer Development, and General Management, for product categories like Foods and Beverages, Ice Cream, Home Care and Personal Care.

In 2008, he was transferred to Unilever Headquarters, assuming the role of Executive Vice President on the Global Executive Board of Unilever Food Solutions. He was responsible for operations in Central and Latin America, Southern and Eastern Europe, Russia, Israel, and Turkey.

In 2013 she returned to Greece and became the CEO of Greece and Cyprus. In parallel she was a member of The European Leadership Team.

During the period 2013–2017, he served as a member of the Board of Directors of SEV (Hellenic Federation of Enterprises), as well as on the Boards of the Hellenic-Dutch Association, IOBE (Foundation for Economic and Industrial Research), and other associations such as EEDE (Hellenic Management Association), SEET (Association of Branded Goods Manufacturers), among others.

Hiro also she served as an Independent Non-Executive Director in the Board of Piraeus Bank, and TITAN Cement International SA. For Piraeus Bank, she was also member of the Candidates and Risk Committees, and for TITAN Chair of Candidates and Remuneration Committee and member of the Corporates Government Committee.

From 2018 until 2022, she served as Independent Non-Executive Director of the National Fund of Greece - Growthfund, and Chairman or member of several Committees such as Audit Committee, Corporate Governance Committee, Nominations Committee, Risk Committee, Investment Committee.

She currently holds the position of Independent Non-Executive Director in the Hellenic Post (ELTA) and is a member of the respective Audit, Risk and Nominations Committees.

She is also a Board member of Symbeeosis, a start up company for organic, natural products, sustainably sourced. She Chairs the Global Alumni Board of American College of Greece.

Mrs. Hiro Athanassiou meets all the criteria in accordance with the approved Suitability Policy of the Company. She has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgement. She has specialized knowledge in the retail sector and in businesses. In addition, the absence of impediments or incompatibilities in accordance with the provisions of the Law, the applicable Corporate Governance Code and the Company Internal Operating Rules, is noted. Regarding her election as an independent Board member, it is stated that she meets the independence criteria stipulated by paragraphs 1 and 2 of article 9 of the Law 4706/2020 and is free from financial, business, family or other dependent relations, which could influence her decisions and her independent and objective judgment.

#### 11.11. Efthymia Deli-New Nomination (Independent, Non- Executive Member)

Efi Deli has nearly 30 years of experience in the banking industry, financial advisory services and the tourism & real estate property sector.

She has held senior management positions in banking institutions in Greece, such as National Bank, Egnatia Bank, Marfin Popular Bank, Hellenic Postbank TT and T-Bank, and has also worked in the international consulting firm Andersen Consulting in Greece and abroad. In recent years she has been working as a management consultant for a leading company in the hotel services and property management industry in Greece.

Throughout her career, she has participated as a member of Boards of Directors and Board Committees of various large companies. Notably, she has served as a Non-Executive Board Member and representative of the Hellenic Financial Stability Fund (HFSF) at Eurobank and Eurobank Holdings, as a Non-Executive Board Member at Attica Bank, and as Chief Executive Officer and Executive Board Member at T-Bank. She has also served as Chair of the Supervisory Board of the credit rating agency ICAP, and as a Non-Executive Member of the Board of the Green Fund under the Ministry of Environment and Energy. She is currently a Senior Advisor to the Board of the NED Club in Greece, promoting the principles of good governance and the participation of women in corporate boards.

As of January 2025, she has been appointed Chief Executive Officer of Export Credit Greece.

Efi was born in Athens in 1969, Greece and holds a BSc degree (with honors) in Statistics from the Athens University of Economics and Business, and an MSc in Management Information Systems from the London School of Economics.

Mrs. Efthymia Deli meets all the criteria in accordance with the approved Suitability Policy of the Company. She has sufficient knowledge, skills, morals, reputation, he is distinguished for his integrity and objective judgement. She has specialized knowledge in the retail sector and in businesses. In addition, the absence of impediments or incompatibilities in accordance with the provisions of the Law, the applicable Corporate Governance Code and the Company Internal Operating Rules, is noted. Regarding her election as an independent Board member, it is stated that she meets the independence criteria stipulated by paragraphs 1 and 2 of article 9 of the Law 4706/2020 and is free from financial, business, family or other dependent relations, which could influence her decisions and her independent and objective judgment.

#### 11.12. Theodoros Gakis, son of Themistoklis – Independent Non-Executive Member of the Board of Directors

Mr. Theodoros Gakis was born in Athens in 1980 and graduated from the Athens University of Economics and Business in 2004. He subsequently completed his Master's degree in Accounting in 2005. Following the completion of his studies, he began working as a trainee certified public accountant at the audit firm PwC, while also attending the professional auditor training courses at SOEL (Institute of Certified Public Accountants of Greece). In 2013, he obtained the title of Certified Public Accountant. Since 2013, he has worked as a freelancer, and since 2014 he has been a shareholder in the consulting firm FK Consulting Services, where he has also served as Chief Executive Officer for the past 3 years. He has extensive experience in financial reporting of Financial Statements under IFRS and in other financial advisory services, having led project teams for multinational groups, companies listed on the Athens Stock Exchange, and other major Greek companies in the sectors of energy, telecommunications, transport, manufacturing, raw materials, food and beverages, technology, marketing, and the public sector. He served as a member of the Board of Directors and Chairman of the Audit Committee of SPACE HELLAS from July 2020 to October 2022.

Mr. Theodoros Gakis meets all the criteria set out in the Company's approved Suitability Policy. He possesses the necessary knowledge, skills, integrity, and reputation; he is distinguished by his honesty and sound, objective judgment; and he has sufficient time availability to fulfil his responsibilities. He holds specialized knowledge in auditing and accounting. Furthermore, there are no impediments or incompatibilities under applicable law, the Corporate Governance Code, or the Company's Internal Regulations. With regard to his designation as an independent member, he fulfils the independence criteria set out in paragraphs 1 and 2 of Article 9 of Law 4706/2020 and is free from any financial, business, family, or other relationships of dependence that could affect his decision-making or his independent and objective judgment.

#### 11.13. Georgios Tsagkaris, son of Panteleimon – Independent Non-Executive Member of the Board of Directors

Mr. Georgios Tsagkaris was born in 1981 and holds a Bachelor's degree in Accounting and Finance, as well as a Master of Science (MSc) in Finance. He has extensive experience in the banking sector, having worked since 2006 at the Alpha Bank Group, where he currently serves as Transactions Manager, Group M&A. Within the scope of his responsibilities in the areas of Strategic Planning and Mergers & Acquisitions (M&A), he has contributed to the successful completion of complex transactions, the establishment of strategic partnerships, and the execution of share capital increases.

He also serves as a non-executive member on the boards of various companies within the Alpha Bank Group and is a member of the Investment Committee of the real estate asset management company "Skyline."

Mr. Georgios Tsagaris meets all the criteria set out in the Company's approved Suitability Policy. He possesses sufficient knowledge, skills, integrity, and reputation; he is distinguished by his honesty and objective judgment and

has the necessary time to fulfill his duties. He has specialized expertise in banking. Furthermore, there are no impediments or incompatibilities pursuant to applicable law, the Corporate Governance Code, or the Company's Internal Regulations. With regard to his designation as an independent member, he satisfies the independence criteria laid down in paragraphs 1 and 2 of Article 9 of Law 4706/2020 and is free from any financial, business, family, or other relationships of dependence that could influence his decisions or his independent and objective judgment.

The General Meeting, following a lawful vote, approved the matters detailed as follows:

11.1. Apostolos- Evangelos Vakakis

Following a vote taken in conformity with the law, the General Meeting elected Apostolos Evangelos Vakakis by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

11.2. Konstantina Demiri, CEO

Following a vote taken in conformity with the law, the General Meeting elected Konstantina Demiri by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

11.3. Polys Polycarpou, CFO

Following a vote taken in conformity with the law, the General Meeting elected Polys Polycarpou by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

11.4. Sofia Vakaki

Following a vote taken in conformity with the law, the General Meeting elected Sofia Vakaki by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

11.5. Dimitrios Kerameus

Following a vote taken in conformity with the law, the General Meeting elected Dimitrios Kerameus by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

11.6. Fotios Tzigkos

Following a vote taken in conformity with the law, the General Meeting elected Fotios Tzigkos by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

11.7. Evanthia Andrianou – proposed as independent, non- executive Member

Following a vote taken in conformity with the law, the General Meeting elected Evanthia Andrianou by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented as independent, non- executive Member.

11.8. Marios Lasanianos- proposed as independent, non- executive Member

Following a vote taken in conformity with the law, the General Meeting elected Marios Lasanianos by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented as independent, non- executive Member.

11.9. Savvas Kaouras- proposed as independent, non- executive Member

Following a vote taken in conformity with the law, the General Meeting elected Savvas Kaouras by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the

shares represented as independent, non- executive Member.

11.10. Argyro Athanasiou, proposed as independent, non- executive Member

Following a vote taken in conformity with the law, the General Meeting elected Argyro Athanasiou by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented as independent, non- executive Member.

11.11. Efthymia Deli, proposed as independent, non- executive Member

Following a vote taken in conformity with the law, the General Meeting elected Efthymia Deli by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented as independent, non- executive Member.

11.12. Theodoros Gakis, proposed as Independent Non-Executive Member of the Board of Directors

The General Meeting, following a lawful vote, approved—by a majority of ... of the represented shares and votes, and with an abstention of ... represented ... shares from the vote, i.e. by a majority of ...% of the represented shares—the election of Mr. Theodoros Gakis as independent, non- executive Member.

11.13. Georgios Tsagkaris, proposed as Independent Non-Executive Member of the Board of Directors

The General Meeting, following a lawful vote, approved—by a majority of ... of the represented shares and votes, and with an abstention of ... represented ... shares from the vote, i.e. by a majority of ...% of the represented shares—the election of Mr. Georgios Tsagkaris as independent, non- executive Member.

**Item 12th: Appointment and Term of office of the members of the Audit Committee in accordance with article 44 of Law 4449/2017.**

*(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)*

The Board of Directors proposes to the General Meeting the following: According to article 44 of law 4449/2017, each public interest entity appoints an Audit Committee, which consists of at least three (3) members. Regarding the appointment, composition and term of office of the Audit Committee, the proposal of the Board of Directors to the General Assembly is to define them as follows:

- (1) The Audit Committee shall continue to be a committee of the Company's Board of Directors
- (2) The Audit Committee shall consist of three (3) independent non-executive members of the Board of Directors.
- (3) The term of office of the Audit Committee shall be two years and shall be associated to the term of the Board of Directors, extended until the first Ordinary General Meeting of the Company's shareholders, after the end of its term, not exceeding three years.

Following a vote taken in conformity with the law, the General Meeting decided, after the formation of the Board of Directors into a body, the latter to elect the three members of the Audit Committee, whose term will be for two years and will be associated with the term of the BoD extended until the first Ordinary General Meeting of the Company's shareholders, after the end of its term, not exceeding three years, by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented.

**Item 13th: Election of the Auditing Firm for audit of financial statements regarding the financial year from 01.01.2025 to 31.12.2025 and determination of the audit fees.**

*(Required quorum 1/5 of share capital and majority 50% + 1 votes represented)*

The Board of Directors of the Company, by virtue of a unanimous decision and recommendation of the Audit Committee that proposes the statutory auditors who will be appointed for the regular audit of the financial statements and its

implementation, proposes the following:

For the current financial year, which commenced on 01.01.2025 and will end on 31.12.2025, it is proposed that the audit firm "BDO Certified Public Accountants S.A." (SOEL Reg. No.: 173) be appointed. Within one month from its appointment, the firm shall designate, from among its members, regular and alternate statutory auditors for the audit of the Company's financial statements (including the assurance of the annual sustainability report) for the financial year 2025 and for the conduct of the tax audit. For the audit to be conducted in accordance with the applicable legal provisions governing the annual management period from 01.01.2025 to 31.12.2025, the following fees are proposed, in line with those applicable in previous financial years: (a) for the statutory audit (including the assurance of the annual sustainability report), the amount of €115.000; and (b) for the tax audit, the amount of €36.000

It is noted that the total fees paid to the audit firm "BDO Certified Public Accountants S.A." by the Company for the financial year 2024 related exclusively (100%) to audit services, with no non-audit services provided. The total audit fees for the 2024 financial year amounted to: (a) €120.000,00 for the statutory audit (including assurance on the annual sustainability report), and (b) €36.000,00 for the tax audit.

Following a vote taken in conformity with the law, the General Meeting selected the Auditing Firm 'BDO STATUTORY AUDITORS SA', by a majority of ... represented shares and votes for, with ... represented shares abstaining from vote, i.e. by a majority of ... % of the shares represented for the financial year from 01.01.2024 to 31.12.2024 as well as its relevant fees.