

**Draft Decision of the Annual General Meeting of the Shareholders of the
“JUMBO ANONYMUS TRADING COMPANY S.A.” on 17.10.2014**

Item 1^o

Submission and approval of the Revised Individual and Consolidated Annual Financial Statements for the accounting period from 01.07.2012 to 30.06.2013, due to the application of IAS 19 “Employee Benefits”.

The Chairman of the General Meeting informed the Shareholders that, as a result of the application of IAS “Employee Benefits”, the revision of the Individual and Consolidated Annual Financial Statements of the Company for the accounting period from 01.07.2012 to 30.06.2013 is mandatory. More specifically, the Chairman reports that in June 2011, the International Accounting Standards Board (IASB) issued the revised IAS 19 “Employee Benefits”. The purpose of this revision was to introduce improvements regarding the requirements for recognition and disclosure of defined benefit plans. The revised standard cancels the margin method and, consequently, the possibility to defer recognition of actuarial gains and losses, while in parallel introducing the requirement for recognition in the Statement of Comprehensive Income of the revaluations of the net liability (claim), including actuarial gains and losses which arose during the period reported. Based on the revised standard, the Company and the Group revised the comparative period in accordance with the stipulations of the transition provisions of IAS 19 and with IAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors”. The effect on the consolidated / individual Financial Statements concerns the difference in the recognition of actuarial gains (losses). The revised IAS 19 was adopted by the European Union in the fourth quarter of 2012.

The framework established by the above amendments resulted in changes to the items in the Financial Statements of the Group for the comparative annual period. The revision of the items in the Financial Statements for 2012-2013 is indicated by means of the note 13 of the Annual Financial Report for 2013-2014 and was approved together with the Company’s Financial Statements for the account period from 01.07.2013 to 30.06.2014 by the Company’s Board of Directors in its meeting of 24.09.2014, which in accordance with the law were posted and published on the Company’s website at www.jumbo.gr and on the Athens Stock Exchange website at www.helex.gr on 25.09.2014 and submitted to the Ministry of Development (Department of S.A. and Credit) for inclusion in the GEMI and publication in the Government Gazette (issue of S.A., Ltd. and G.EM.I) no. prot. K2-4652 / 26.09.2014.

For the above-mentioned reasons the BoD presented to the General Meeting of the Shareholders a motion for the approval of the Revised Individual and Consolidated Annual Financial Statements for the accounting period from 01.07.2012 to 30.06.2013, due to the application of IAS 19 “Employee Benefits”.

Following a vote taken in conformity with the law, the General Meeting resolved, 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, to approve the Revised Individual and Consolidated Annual Financial Statements for the accounting period from 01.07.2012 to 30.06.2013.

Item 2°

Submission and approval, by the Shareholders' Ordinary General Meeting, of the 12.02.2014 Statutory General Extraordinary Shareholders Meeting decision to increase the share capital by the total amount of EUR 7.039.613,98, with the capitalization of existing reserves of earlier years, held by the issuance of EUR 5.915.642 new shares of EUR 1,19 each, which were distributed to their shareholders in proportion to on 1 new share for every 22 existing shares.

The Chairman of the General Meeting notes that by the Statutory General Extraordinary Shareholders Meeting decision, the share capital increase was approved by the total amount of EUR 7.039.613,98 with the capitalization of the below existing reserves: a) the amount of EUR 6.878.782,59 which is the tax reserves sum from share premium and b) the amount of EUR 160.831,39 which is part of the existing special reserves of undistributed taxable profits of the company, which was held by the issuance of 5.915.642 new shares of EUR 1,19 each, which were gratis distributed to the shareholders of the company in proportion to on 1 new share for every 22 existing shares. After this increase, the total fully paid share capital of the company reached a total amount of EUR 161,911,113.21, divided into 136,059,759 shares with a nominal value of EUR 1.19 each.

The Circular Pol.1129/2011 of the Ministry of Finance provides that for the prior year's profits, distributed by the Statutory General Extraordinary Shareholders Meeting decision, as it has been stated by the No. 950/1977 opinion of the State Council plenary Session, which has been approved by the Circular 1058/288/POL. 13/1978 of the Ministry of Finance, time for earning this income is the time that the distribution of the Ordinary General Meeting of Shareholders is approved. In the case of distribution of prior year's reserves, after the decision of the Extraordinary General Meeting, then tax will be withheld with the running tax rates.

For the above reasons, the Board proposes to the General Meeting the of Shareholders of the Company to validate the above Statutory Extraordinary General Meeting decision.

Following a vote taken in conformity with the law, the General Meeting validated, 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 Statutory Extraordinary General Meeting decision of 12.02.2014

After which the share capital increase was approved by the total amount of EUR 7.039.613,98 with the capitalization of the below existing reserves: a) the amount of EUR 6.878.782,59 which is the tax reserves sum from share premium and b) the amount of EUR 160.831,39 which is part of the existing special reserves of

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After this increase, the total fully paid share capital of the company reached a total amount of EUR 161,911,113.21, divided into 136,059,759 shares with a nominal value of EUR 1.19 each.

Item 3^o

Submission and approval of the Individual and Consolidated Annual Financial Statements for the accounting period from 01.07.2013 to 30.06.2014, of the relevant Board of Directors' and Independent Auditor's reports, and of the Statement of Corporate Governance in accordance with the articles 11α L. 3371/2005, 4 L. 3556/2007 και L. 3873/2010 and the Statutory Auditor and the corporate governance statement in accordance with article 43, par.3, item d of Codified Law (C.L.) 2190/1920

The Board of Directors proposes the approval of the Company's Financial Statements for the account period from 01.07.2013 to 30.06.2014. 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 30.06.2014, g) the Corporate Governance Statement (article 43a, par. 3d of C.L. 2190/1920), IV. The information of the article 10 L. 3401/2005, V. The website of the suspension and Consolidated Financial Statements and VI. The Summary Annual Financial data and information from 01.07.2013 to 30.6.2014.

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 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 4^o

Approval of appropriation of earnings of the financial period from 01.07.2013 to 30.06.2014 and payment of fees to the 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.

The Chairman of the General Meeting noted that the Company's BoD, considering the fiscal situation of the company for the benefit of its shareholders, who show trust and invest in medium to long term, proposes to distribute a dividend from the profit of fiscal year 2013-2014, a gross amount of EUR 24,490,756.62, ie EUR 0.18 per share (gross amount), of which the tax that attributes to the dividends is deducted under Article 6 of L. 4110/2013, if necessary, to 10% and therefore the amount finally paid per share will reach EUR 0,162.

Then, the Chairman announced that the ex-dividend date will be the 22.10.2014, the date for determining the holders will be the 23.10.2014 and the procedure for the payment of dividends will begin on 30.10.2014. 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, the distribution of dividend of an amount of EUR 0,18 per share and after the withholding tax of 10% the final net dividend will be EUR 0,162.

Next, the Chairman then presented to the General Meeting a motion for the payment to the members of the Company's Board of Directors of a fee on the profit realized in the accounting period from 01.07.2013 to 30.06.2014, 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. Achievement of the targets at the aforementioned levels – individual/company/Group – is a core element of the Group's culture. 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 will be taken from the residual balance of the net profits from 1.1.2013 to 30.6.2014 after the deduction of taxes for legal reserve and the amount required for the 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.

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 authorization of fees on profits for certain members of the Board, made from 7.1.2013 to 30.6.2014, within the meaning of Article 24 of the Law 2190/1920. Finally, the General Meeting authorized the Board to take all necessary steps to implement this.

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 1.7.2013 - 30.6.2014

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: m. Vasiliou Kaza, SOEL R.No 132811, Dimitrios Melas, SOEL R.No. 22001, Manolis Mihalios SOEL R.No. 25131 and Marios Lasanianos SOEL R.No. 25101 of the Audit Firm "GRANT THORTON CHARTERED ACCOUNTANTS – BUSINESS CONSULTANTS S.A.". SOEL R.No. 127, who were employed in the control of the company from any liability for compensation for their activities during the financial year from 01.07.2013 to 30.6.2014. 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 1.7.2012 to 30.6.2013.

Item 6^o

Election of regular and alternate Independent Auditors for auditing the financial statements of the current accounting period from 1.7.2014 to 30.6.2015 and determination of their fee.

The Chairman presented a motion for the assignment of the audit of the accounting period from 01.01.2014 to 31.12.2014 to 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 reach the amount of EUR 79.992,00 given the growing size and activities of the subsidiaries in Bulgaria and Cyprus and of the activities of the subsidiary in Romania, and to remain in the amount 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

Approval of the fees of the members of the Company's Board of Directors for the accounting period from 1.7.2013 to 30.6.2014.

According to the Annual Extraordinary General Meeting decision of 6.11.2013 of the financial year from 1.7.2013 to 30.6.2014, without any increase for the last four months, the 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 annually for each one of the non-executive directors (Paraskevi Kavoura, Georgios Katsaros and Viktoria-Haim Asser) for their attendance in Board Meetings. The above gross amounts are subject to withholding tax (L. 4172/2013), according to the amount, which ranged from 22% to 42% plus 1.2% stamp duty and solidarity levy of 1% -4% and part with L 2238/1994 to a withholding tax of 40% plus 1.2% stamp ... These consultants, if they wished they had the right to receive their payment periodically per month, quarter or semester. Given that these amounts are subject to the final approval of this Annual General Meeting of shareholders of the company, Mr. shareholders were called to decide, and to decide and approved these fees. 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 1.7.2012 to 30.6.2013

Item 8^o

Preapproval of the payment of certain members of the Board of Directors for period of 01.07.2014 to 31.10.2014 of the current financial year (1.7.2014 to 30.6.2015).

At this point, given the continuing beyond compare adverse economic and financial crisis, it is proposed to the General Meeting the pre-approval of fees for some of the members and for all the non-executive Directors of the Company especially for the period from 01.07.2014 to 31.10.2014 of the current financial year a) to Evangelos-

Apostolos Vakakis as Chairman and CEO of the company the gross amount of € 87.800,00, b) to Evangelos Papaevangelou, as a Deputy Vice-president and for the time that he represents the company to the Public Services and he is also responsible of the Department of Credit Policy and Resources, up to the gross amount of €77,142,84. The above fees are subject to tax at the level of employees L 4172/2013 as applicable. These fees are proposed as pre-approved by the Annual General Meeting on 10.17.2014 and will be finalized by the Annual General Meeting for the current fiscal year from 01.07.2014 to 30.06.2015, which will meet in the second half of the year 2015.

Following a vote taken in conformity with the law, the General Meeting pre-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 above recommendation of the Board, as delivered.