

## Draft Resolutions of the Extraordinary General Meeting of the shareholders of the JUMBO S.A.

**Issue 1°:** Share capital increase by a total amount of EUR 7.039.613,98 derived from the capitalization of the following existing reserves: a ) by the amount of EUR 6.878.782,59 from share premium account and b ) the remaining amount of EUR 160.831,39, which will take place through the issue of 5.915.642 new common shares of the company of nominal value of EUR 1,19 each, which will be distributed to the shareholders of the company at a ratio of one (1 ) new share for every twenty -two (22 ) existing shares. Amendment of the Article 5 § A of the Company's Articles of Association, by the addition of a new last paragraph, and wording of the statute in a single text..

(Quorum 2/3 of the total shares of the company and majority of 50% +1 of the votes represented at the General Meeting)

The General Meeting approved by a majority of ..... of the votes represented..... or .....% the:

1. Share capital increase by a total amount of EUR 7.039.613,98 derived from the capitalization of the following existing reserves: a ) by the amount of EUR 6.878.782,59 from share premium account and b ) the remaining amount of EUR 160.831,39, which will take place through the issue of 5.915.642 new common shares of the company of nominal value of EUR 1,19 each, which will be distributed to the shareholders of the company at a ratio of one (1 ) new share for every twenty -two (22 ) existing shares. After the share capital increase the company's share capital will reach EUR 161.911.113,21, divided in 136.059.759 common shares of nominal value EUR 1,19 each.

2. The amendment of the article 5 paragraph A of the amendment of the Article 5 § A of the current Articles of Association on the share capital and the wording of the statute in a single text, with the addition of the last paragraph, as follows:

Article 5. - Share Capital. Shares.

A. Equity-shares.

Addition to the last paragraph as follows:

«In accordance to the decision of the 12.02.2014 Extraordinary Statutory General Meeting of Shareholders, Share capital increase by a total amount of EUR 7.039.613,98 derived from the capitalization of the following existing reserves: a ) by the amount of EUR 6.878.782,59 from share premium account and b ) the remaining amount of EUR 160.831,39, which will take place through the issue of 5.915.642 new common shares of the company of nominal value of EUR 1,19 each, which will be distributed to the shareholders of the company at a ratio of one (1 ) new share for every twenty -two (22 ) existing shares. After the share capital increase the company's share capital will reach EUR 161.911.113,21, divided 136.059.759 common shares of nominal value EUR 1,19 each.»

**ISSUE 2°:** Specific decision-making by the General Meeting of the Company's shareholders, subject to the formalities of article 7b of CL 2190/1920, for the reassign to the Board of Directors, as set out in Article 13 § 1 section. c of CL 2190/1920 and Law 3156/2003, the right to issue common bonds of the company.

(Quorum 1/5 of the total shares of the company and majority of 50% +1 of the votes represented at the General Meeting)

The existing medium-term borrowing of the Company, aiming at financing corporate purposes, is constituted by a syndicated Common Bond Loan in accordance to the Article 6 of Law

3156/2003, of total amount EUR 145.000.000, seven-year-duration, which provides to the beneficiary banks bondholders the right to receive interest and which will normally be paid by the company has sufficient liquidity in May 2014. Given the above scheduled redemption date of the existing bond for the smoothly continuation of the funding of the company, it is considered advantageous and necessary in order to avoid any delay, the Board of Directors to proceed directly to new understandings and negotiations with the banks and also to obtain the right to determine the terms of any common bond loan. The relative authority belongs to the General Meeting of Shareholders, which has the right to assign it to the Board of Directors for five years. In view of the above and for the better flexibility of the company as well as in order to avoid any delays, the General Meeting of shareholders should be proposed to take a specific decision to transfer towards the Board of Directors, in accordance to the Article 13 § 1 section . c of CL 2190/1920 and the Law 3156/2003 , the right to issue common bonds loans of the company for five years from the date of the decision. As a result the Board of Directors will have the authority and the right to decided for the issue of common bond loans by a majority of two thirds (2 /3) of all members. If a decision is made on the assignment of this responsibility, then, for the next five years, the Board will be responsible for the issuing of common bonds loans of the company will be able to contract directly with the banks and directly and rapidly to determine all the terms of any common bond loan and in particular of those terms related to the maximum amount of the loan, the face value or the number of bonds, the way bond will be covered, the method of determine the interest rate, how to identify it, the benefits to be granted to bondholders, the paying agent, organization of bondholders in a group, the time of repayment and generally settlement of the liabilities arising form bonds, the procedure of rescission, and the deadline within which bonds should be released, as required by current legislation. Also it may authorize specifically and concretely some members or a member of the Board of Directors in order to determine the specific terms of the loan, except for the amount and the type. If so decided by the General Assembly, the decisions should be eligible for the provisions of article 7b of CL 2190/1920.

The General Meeting approved by a majority of ..... of the votes represented..... or .....% the reassign to the Board of Directors, as set out in Article 13 § 1 section. c of CL 2190/1920 and Law 3156/2003, the right to issue common bonds of the company.