

**Draft Decision of the Annual General Meeting of the Shareholders of the “JUMBO ANONYMUS TRADING COMPANY S.A.” on 02.11.2016**

**Item 1**

**Approval and confirmation by the Annual General Meeting of the company’s shareholders the by 27.07.2016 decision of the Extraordinary General Meeting of the company’s shareholders on the distribution of an extraordinary dividend of total amount of € 36.736.134,93, which was part of extraordinary reserves from taxed and undistributed profits of total amount of € 70.179.769,98 concerning the fiscal year from 1.7.2011 to 30.6.2012.**

As it is known, the 27.07.2016 Extraordinary General Meeting of Shareholders decided the distribution of an extraordinary dividend of total amount of € 36.736.134,93 (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 0,2430 per share. Further to the implementation of this decision 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 29.7.2016, b) extraordinary dividend beneficiaries on 1.8.2016 and c) Commencement of the payment on 4.8.2016. 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 approved and confirmed following 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 27.07.2016 on the distribution of extraordinary dividend of total amount of € 36.736.134,93.

**Item 2**

**Approval of the Separated and Consolidated Annual Financial Statements for the financial year from 01.07.2015 to 30.06.2016, 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 Separated and Consolidated Financial Statements for the financial year from 01.07.2015 to 30.06.2016. 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 Vice Chairman Ioannis Ikonomou’s and the Appointed Consultant Sofia Vakaki 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 Vice Chairman Ioannis Ikonomou’s, the Appointed Consultant Sofia Vakaki 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 30.06.2016, 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 01.07.2015 to 30.6.201.

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

**Decision on the: a) approval of the Distribution of the profits for the fiscal year 01.07.2015 to 30.06.2016 of the company and the distribution of dividend from the earnings of the fiscal year from 1.7.2015 to 30.06.2016 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 distribution of dividends

The company's management, taking into account the financial situation of the company and for the benefit of its shareholders, who trust and invest in the medium- long term in its share, proposes the distribution from the earnings of the financial year ended on 30.06.2016 of a dividend amount of EUR 36.736.134,93 (gross).i.e. a gross amount of EUR 0,27 per share (total 136.059.759 shares). From the above amount, in accordance to the article 6 of the L. 4172/2013 as in force until 31.12.2016 and where necessary, a tax of 10% of the dividend will be deducted and therefore the net amount paid will be EUR 0,2430 per share. Further to the implementation of this decision are proposed the following dates, which had already been published in the financial calendar of the Company: a) the ex- dividend date 04.11.2016, b) 07.11.2016 as dividend beneficiaries date and c) Commencement of the payment on 10.11.2016.

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 the 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 01.07.2015 to 30.06.2016, 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 864.500, which will be deducted from the residual balance of the net profits from 01.07.2015 to 30.6.2016 after the deduction of taxes, of statutory reserve and the amount required. 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, c) the amount of € 47.300 to the Member of BoD Mr.Vakakis Georgios who is responsible for the company's e-store and d) 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**

#### **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 fiscal year of 1.7.2015 - 30.6.2016.**

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 01.07.2015 to 30.6.2016.

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 1.7.2015 to 30.6.2016.

#### **Item 5**

#### **Election of Auditing Firm for auditing the financial statements of the current accounting period from 1.7.2016 to 30.6.2017 and determination of their fee.**

For the assignment of the audit of the accounting period from 01.01.2016 to 30.06.2017 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, and the C.L. of 2190/1920. 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 and are the same as at the previous financial year.

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.

#### **Item 6**

#### **Final approval of the fees of a member of the Company's Board of Directors as a dividend from the earnings of previous financial year's amount of EUR 19.300 (gross).**

According to the decision of the 27.07.2016 Extraordinary General Meeting was been preauthorized the remuneration as a dividend from the profits of previous years gross amount of EUR 19,300.00. From the above mentioned gross amount, the allocated 10% dividend tax will be deducted, as applicable and stamp duty of 1.2%, and the remaining after deductions amount was paid in installments. This decision of the Extraordinary General Meeting, is submitted for final approval to the Annual General Meeting.

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 fees of a member of the Company's Board of Directors as a dividend from the earnings of previous financial year's amount of EUR 19.300.

#### **Item 7°**

#### **Decision on the increase of the number of the current Board of Directors members from nine to ten with the election of additional one new member, whose term will expire simultaneously with the term of the remaining members of the Board.**

The current Board of Directors that has been elected by the Annual General Meeting on 11.11.2015, with a two -year term, expiring on 11.11.2017, to be postponed until the convening of the Annual General Meeting of shareholders that will be held in the second half of the year 2017, initially had seven members, of which four executive and three non-executive members, of which two independent. On 15.01.2016 Mrs Sofia Vakaki replaced the resigned due to retirement Mrs. Calliope Vernadaki for the remainder of her term. The election of Mrs Sofia Vakakis was confirmed by the decision of the 18.05.2016 Extraordinary General Meeting of Shareholders. Thereafter, with the decision dated 27.07.2016 the Extraordinary General Meeting elected two (2) additional new members, Mr. George Vakakis as an Executive Member and Mr. Adamantios Stamatakis as an Indented Member.

The management of the company proposes the further enlargement of the Board of Directors from nine to ten, with the election of a new Member.

It is proposed to the General Meeting the election of Mrs Konstantina Demiri of Stavros. Mrs Demiri is an experienced executive of the company, whose contribution is important to the successful daily and general activity of the company. In particular, Ms. Konstantina Demir is responsible of the Accounting Department of Jumbo since 2003. Her professional career is related to the accounting and tax field, serving for 20 years as Head of Accounting in a Group of companies related to retail market.

After the above election by the General Meeting of Shareholders, the Board will consist by six executive and four non-executive members, including three independent, subject to such rules and commitments of corporate governance for its synthesis as set out in Article 3 para. 1, n. 3016/2001

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 increase of the number of the current Board of Directors members from nine to ten with the election of additional one new member, whose term will expire simultaneously with the term of the remaining members of the Board.