

**Draft Decisions of the Ordinary General Meeting of the Shareholders of the company**  
**“JUMBO S.A.” (hereinafter the “Company”)**  
**of 05.05.2022**  
**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 01.01.2021 to 31.12.2021, 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 01.01.2021 to 31.12.2021, as approved by the Board of Directors and published in accordance with the provisions and formalities of the applicable stock exchange legislation, accompanied by the Statutory Auditors’ Report and the management’s report.

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 01.01.2021 to 31.12.2021, 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 the activities of the Audit Committee for the financial year from 01.01.2021 to 31.12.2021 to the shareholders of the Company by the Chairman of the Audit Committee.**

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, which includes, among other details, the Company's undertaking within the context of its operation to endorse principles and take actions to improve its economic, environmental and social performance.

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 3rd: Report on the financial distributions that took place within year 2021, approval and ratification by the Ordinary General Meeting of the Company's shareholders.**

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

It is proposed to inform the shareholders on the following extraordinary cash distributions and their approval and ratification by the Ordinary General Meeting of the Company's shareholders: (a) by virtue of the Board of Directors' decision dated on 23.06.2021, the extraordinary cash distribution to the shareholders of the Company was approved, of total amount of sixty three million nine hundred forty eight thousand eighty six and 0.73 euros (63,948,086.73), which was part of extraordinary reserves from taxed and non-distributed profits of the financial year from 01.01.2020 to 31.12.2020, which corresponded to a gross amount of euro 0.47 per share, of which, where required, the current dividend tax was withheld (5% - euro 0.0235) and the remaining net amount was paid, ie euro 0.4465 per share and (b) by virtue of the Board of Directors' decisions dated on 19.10.2021 and 26.10.2021, the extraordinary cash distribution to the shareholders of the Company of the total amount of forty million eight hundred seventeen thousand nine hundred twenty seven euros and 0.70 (40.817.927,70) was approved, which was part of the extraordinary reserves from taxed and non-distributed profits of the financial year from 01.01.2020 to 31.12.2020, which corresponded to a gross amount of euro 0.30 per share, from which, where required, the current dividend tax was withheld (5% - euro 0.015) and the remaining net amount was paid, ie euro 0.2850 per share.

Following a vote taken in conformity with the law, the General Meeting approved the cash distributions made during the year of 2021, 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 4th: Approval and ratification of the decision of the Extraordinary General Meeting of the Company's shareholders, dated on 19.01.2022, for the extraordinary cash distribution to the shareholders of total amount of € 52.383.007,22, which is part of the extraordinary reserves from taxed and undistributed profits of total amount of € 59.300.000,00 of the fiscal years 01.07.2016-30.06.2017 and 01.07.2017-30.06.2018.**

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

It is proposed to inform the shareholders on the following extraordinary cash distribution and its approval and ratification by the Ordinary General Meeting of the Company's shareholders:

By the decision of the Extraordinary General Meeting of the Company's shareholders on 19.01.2022, the extraordinary cash distribution to the Company's shareholders of the total amount of fifty-two million three hundred eighty-three thousand seven and 0.22 euros (52,383,007.22 euros) was approved, which was part of the extraordinary reserves from taxed and non-distributed profits of a total amount of euro 59,300,000.00 of the fiscal years 01.07.2016-30.06.2017 and 01.07.2017-30.06.2018, which corresponded to a gross amount of euro 0.3850 euros per share, of which, where required, the current dividend tax was withheld (5% - euro 0.01930) and the remaining net amount was paid on a case-by-case basis, ie euro 0.3658 euro per share.

Following a vote taken in conformity with the law, the General Meeting approved the cash distributions made during the year of 2022, 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 and ratification of the decision of the Extraordinary General Meeting of the Company's shareholders, dated on 19.01.2022, for increase of the number of the current Board of Directors with the election and addition of two new members, whose term will expire at the same time as the term of the other members and the appointment of an independent member in accordance with the applicable regulatory framework.**

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

It is proposed to inform the shareholders on the increase of the number of members of the current Board of Directors of the Company by electing and adding two new members and its approval and ratification by the Ordinary General Meeting of the Company's shareholders:

By virtue of the decision of the Ordinary General Meeting of 15.06.2021, an eight-member Board of Directors was elected in accordance with the principles of corporate governance, with a two-year term, extended until the first Ordinary General Meeting, after the end of its term, which was convened on the same day.

Pursuant to the Extraordinary General Meeting of the Company's shareholders of 19.01.2022 and upon recommendation of the Company's Remuneration and Nominations Committee, which has been established in accordance with articles 10, 11 and 12 of Law 4706/2020, the entry and participation of two new notable and experienced persons in the Board of Directors of the Company and serve the activities of the Company in a critical and at the same time difficult economic situation, which persons were the following:

a. Mr. Polys Polycarpou, is a finance and business analysis expert with 19 years of experience. During his career he was consistently ranked in internal polls of some of the top global institutional investors. Polys covered almost all sectors building an intangible trait for his passion to analyse strategy and appraise diverse investment opportunities. In 2012 he co-founded the first independent research provider in the Greek/Cypriot market. In the

past he was a country analyst with Citi Investment Research (2005-2009), Vice President with Deutsche Bank Global Markets (2010-12), a Deputy Research Director with Alpha Finance and a member of the Equity Sales team at KAPPA Securities. He holds an MSc in International Securities and Investment Banking from ICMA (Henley Business School, 2003) and a Bachelor's with First Class Honors in Business Economics from Coventry University (2002). He is a graduate of the English School Nicosia Cyprus (1997). He was born in 1978. He is married and has one child.

b. Mr. Savvas Kaouras is a former Certified Public Accountant, a member of Greece Certified Public Accountants. Graduate in Business Administration and Management and holds a Master's degree in Maritime Studies from the University of the Aegean. In the period 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. From 2014 until today he is the head of the financial department of a shipping group in Greece with a presence abroad. It was proposed that Mr. Savvas Kaouras should be appointed by the Extraordinary General Meeting of the Company's shareholders as an independent non-executive member of the Board of Directors as he meets the independence criteria of paragraph 1 of article 9 of Law 4706/2020 while there is none of the indicatively mentioned dependency relations provided in paragraph 2 of the same article.

The two new proposed members of the Board of Directors are expected to contribute significantly to the successful course of the Company as they have many years of experience and successful course in matters of financial and business analysis, regular and tax audits and have significant management experience. This experience in leading companies, their financial and accounting knowledge, but also their significant experience in the field of the Company are key factors for their inclusion as candidate members of the Board of Directors of the Company.

It is noted that the term of the above two members of the Board of Directors will expire at the same time as the term of the other members. Following the election of the two new members of the Board of Directors, the latter consists of ten members and consists of four (4) independent non-executive members (with the election of Mr. Savvas Kaouras), ie in accordance with the provisions of article 5 paragraph 2 of n. 4706/2020, the independent non-executive members will not be less than one third (1/3) of the total number of members of the Board of Directors. Also, the condition of article 3 par. 1 (b) of Law 4706/2020 is met, according to which the representation in the Board of Directors by gender is not less than twenty five percent (25%) of all its members (percentage which is rounded to the previous whole number in case of fraction).

Following a vote taken in conformity with the law, the General Meeting approved the increase of the number of members of the current Board of Directors of the Company by the election and addition of two new members, whose term will end at the same time as the term of the other members and the appointment of an independent

member, 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 6th: Approval of the table of profit distribution from 01.01.2021 to 31.12.2021, which was drafted in accordance with IFRS, and non-distribution of dividends.**

*(required quorum of 1/2 of the share capital and 80% of the votes represented)*

It is proposed the approval of the following Table of Profit Distribution from 01.01.2021 to 31.12.2021, which was prepared according to IFRS:

<b>IAS</b>	<b>IAS</b>
<b>PROFIT DISPOSAL IAS 31/12/2021</b>	<b>31/12/2021</b>
Net results (profit of the financial year)	151.618.141,00
Plus: Balance of results (profits) of previous financial years	25.615.656,53
Minus: Loss from stock valuation	0
Total	177.233.797,53
Minus: Taxes	
Minus 1. Income tax	33.801.315,25
Minus: Tax Audit Gap of previous financial years	0
2. Forecast of possible tax liabilities	0
Minus: Extraordinary Solidarity Contribution	0
Total Taxes	33.801.315,25
Deferred tax	-630.109,41
Total Taxes	33.171.205,84
<b>Earnings for distribution</b>	<b>144.062.591,69</b>
The profit distribution is as follows:	
1. Regular reserve	0
2. First Dividend	0

SUPPLEMENTARY	0
3. Remuneration of Board of Directors	0
5. Extraordinary reserve	118.000.000,00
6. Tax-free discount of Law 2601/98	0
Balance of SHARE DEPRECIATION	0
6a. Tax-free reserve of Law 3220 / 2004	0
8. Balance of retained earnings	26.062.591,69
	<b>144.062.591,69</b>
	0,00

The Board of Directors of the Company taking into account (a) its decision of 23.06.2021 on extraordinary cash distribution of 0.47 euros per share (gross), before withholding legal dividend tax, ie a total of 63,948,086.73 euros, which is part of the extraordinary reserves from taxed and non-distributed profits of the financial year from 01.01.2020 to 31.12.2020, and (b) its decisions of 19.10.2021 and 26.10.2021 for an extraordinary cash distribution of 0.30 euros per share (gross), before withholding legal dividend tax, ie a total of 40,817,927.70 euros, which is part of the extraordinary reserves from taxed and non-distributed profits of the financial year from 01.01.2020 to 31.12.2020, proposes the non-distribution of further dividends to the shareholders of the Company from the profits of the year 2021 as the total amount of the dividend of 0.77 euros per share was prepaid in the form of an extraordinary cash distribution, rewarding the Company's shareholders who show trust to the Company and the Group.

It is noted that the intention of the management for 2022 is to maintain in full the dividend policy of 2021.

Following a vote taken in conformity with the law, the General Meeting approved the table of profit distribution from 01.01.2021 to 31.12.2021, which was prepared according to IFRS, and the dividend non-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 7th: Board of Directors' approval of the overall management of the Company for the financial year from 01.01.2021 to 31.12.2021 in accordance with article 108 of Law 4548/2018 and discharge of the Statutory Auditors for the financial year from 01.01.2021 to 31.12.2021 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 2021, in combination with the achieved financial results and the general course of the Company, the prospects and the evolution of its investment plan, which is continued despite the effects of COVID-19 on the economy, 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 BoD member individually, in his respective capacity, but also by all its members collectively for the activities of the financial year that ended on 31.12.2021, and

b. To approve, according to the article 117 par. 1 case (c) of Law 4548/2018, the discharge of the auditing firm "GRANT THORNTON STATUTORY AUDITORS - BUSINESS CONSULTANTS SA", based in P. Falero, with Register Number SOEL: 127, as well as its statutory auditors: a) Regular: Emmanuel Michalios, with Register Number SOEL: 25131 and b) Alternate: Pelagia Kaza, with Register Number SOEL: 62591, from any liability for damages for the fiscal year from 01.01.2021 to 31.12.2021.

Following a vote taken in conformity with the law, the General Meeting approved the overall management of the Company for the financial year from 01.01.2021 to 31.12.2021 and the discharge of the Statutory Auditors for financial year 01.01.2021 to 31.12.2021, 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: Approval of granting of fees to the Members of the Company's Board of Directors from the profits of the financial year from 01.01.2021 to 31.12.2021 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 01.01.2021 to 31.12.2021, 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 societate anonime, 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 15.06.2021, are met.

It is proposed to approve the granting of remuneration on the profits of the total gross amount of euro nine hundred

twenty one thousand six hundred eighty (921,680), which will be taken from the remaining net profit of the corporate year from 01.01.2021 to 31.12.21. The total gross amount of remuneration (on which the proportional income tax is deducted, 1.2% stamp 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 five hundred sixteen thousand sixty euros (516,060) (b) To the member of the Board of Directors Sofia Vakaki, the amount of twenty seven thousand four hundred fifty five (27,455), in addition to her salary for on-going monitoring and further improvement and development of the online store of the Company, (c) to the member of the Board of Directors and Mandated Consultant Polys Polycarpou the amount of one hundred and forty thousand euros (140,000). To each of its non-executive members Nikolaos Velissariou, Evanthia Andrianou and Fotios Tzigos, for their participation in the meetings of the Board of Directors, as well as in committees of the Company, in which they may participate, an amount of twenty-seven thousand four hundred fifty-five (27,455) to the non-executive member Marios Lasanianos an amount of seven thousand two hundred euros (7,200), to the non-executive member Savvas Kaouras an amount of three thousand two hundred (3,200) and (d) To the Vice Chairman of the Board of Directors, an amount of one hundred forty-five thousand (145,000). 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 that it is not proposed the approval and payment of remuneration for two of its executive members, for the following reasons in each case: a) For the CEO of the Company, because 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 01.01.2021- 31.12.2021 from this contract amounts to a fixed salary of 231,814 euros, and relevant employer contributions in the amount of 20,879 euros, 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 01.01.2021-31.12.2021 amounts to a gross salary of 97,496 euros and the relevant public insurance employer's contributions in the amount of 19,000 euros.

Following a vote taken in conformity with the law, the General Meeting approved payment of remuneration from profits from the financial year from 01.01.2021 to 31.12.2021 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 9th: Election of the Auditing Firm for audit of financial statements regarding the financial year from 01.01.2022 to 31.12.2022 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 an 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:

During the current financial year, which started on 01.01.2022 and will end on 31.12.2022, the auditing company "GRANT THORNTON STATUTORY AUDITORS - BUSINESS CONSULTANTS SA" with Registration Number SOEL: 127 to be appointed, which, within one month from its election, will appoint from its members, regular and alternate auditors, to audit the financial statements of the Company and to carry out the tax audit.

The abovementioned company is proposed on the one hand due to its multiannual experience and know-how in auditing the financial statements of listed companies, since it audits a comparatively higher number of listed companies on the Athens Exchange in Greece than other auditing firms due to its global experience and on the other hand as no issues of independence arise in compliance with the effective legislation. For the financial year from 01.01.2022 to 31.12.2022 the following fees are proposed to be submitted to the aforementioned auditing firm in compliance with the relative effective legislation and in accordance to the fees of previous year: EUR 80,000 for statutory audit, and (b) EUR 34,000.

Following a vote taken in conformity with the law, the General Meeting selected the Auditing Firm "GRANT THORNTON'S CERTIFIED AUDITORS - BUSINESS CONSULTANTS 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 01.01.2022 to 31.12.2022 as well as its relevant fees.

**Item 10th: Submission and voting of the Remuneration Report for the financial year 01.01.2021-31.12.2021 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 2021, 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 2021 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 01.01.2021 to 31.12.2021, 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: Resolution for the Acquisition of the Company's Own Shares to be cancelled.**

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

It is proposed to the General Meeting of the Company to decide on the adoption of a buyback program, in order to reduce its share capital and cancel its own shares, in accordance with the provisions of the article 49 of Law 4548/2018, under the following conditions: The sole purpose of the Company for acquiring its own shares through a purchase from the Greek stock market is the reduction of its own share capital, which will be carried out by the cancellation of the shares and the equivalent reduction of the share capital. The buyback program will be implemented under the following terms: The maximum number of shares to be acquired will not exceed the percentage of ten percent (10%) of the fully paid-up share capital of the Company, ie a total of 13,605,975 (136,059,759 x 10%) shares. Their minimum purchase price will be one (EUR 1) euro per share and their maximum purchase price will be thirteen euros and 0.50 (EUR 13.50) per share. The program's period of implementation is twenty-four (24) months, as of the date of the present shareholders' Ordinary General Meeting resolution.

It is noted that according to the current legislation, the implementation of an approved program for the purchase of own shares is not mandatory. Therefore, the Company may, at its own discretion, not implement the program and / or modify it accordingly, by a relevant decision of its Board of Directors, which will be further authorized. The purchase of Company's own shares will depend on various factors such as indicatively and not restrictively, the existence of other investment opportunities and the availability of funds.

Lastly, the General Meeting is proposed to provide the Board of Directors the special mandate, power of attorney and the right to decide on the implementation of the program, supervise the relevant process, oversee compliance with all mandatory formalities, announcements and publications and take any required decision for the implementation or the modification or even the final cancellation of the implementation of the present decision, depending on the financial situation, the investment opportunities and the available funds of the Company.

Following a vote taken in conformity with the law, the General Meeting approved the acquisition of the Company's Own Shares for their further cancellation and the granting of the relevant authorization to the Board of Directors for the implementation of the program, 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.