# Information and Draft Decisions of the Annual General Meeting of the Shareholders of "JUMBO ANONYMOUS TRADING COMPANY S.A." on 07.11.2018

#### Item 1

Approval of the Separate and Consolidated Annual Financial Statements for the financial year from 01.07.2017 to 30.06.2018, which were prepared in accordance with International Financial Reporting Standards, along with the relevant Board of Directors' and Explanatory Report that includes the information under paragraphs 2(c), 6, 7 and 8 of Article of 4, Law 3556/2007, Article 43a paragraph 3, Article 107 paragraph 3 and Article 136 par.2 of Law 2190/1920 and the decision of the Hellenic Capital Market Commission 7/448/11.10.2007 Article 2, the consolidated and the Separate Financial Statements as at 30.06.2018, the Notes to the Financial Statements for the relevant fiscal year as prescribed by the International Financial Reporting Standards as well as the relevant independent auditor's report. Finally, the Corporate Governance Statement according to Law 3873/2010 and the non-financial information under the L.4403 / 07.07.2016 are also included.

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

The Board of Directors proposes to the General Meeting the approval of the Annual Financial Report for the financial year from 01.07.2017 to 30.06.2018, as approved by the Board of Directors on 12.10.2018 and have been announced in accordance with the provisions of the current legislation.

Also, the Chairman of the Audit Committee of the Company, Mr. Nikolaos Velissariou, will inform the General Meeting of the Company's shareholders on the proceedings of the Audit Committee based on its rights, obligations and authority during the fiscal year from 1.7.2017 to 30.6.2018.

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 Separated and Consolidated Annual Financial Statements for the financial year from 01.07.2017 to 30.06.2018, as approved by the Board of Directors on 12.10.2018 and have been announced in accordance with the provisions of the current legislation.

### Item 2

Decision on the: a) approval of the Distribution of the profits for the fiscal year 01.07.2017 to 30.06.2018 of the company and the distribution of dividend from the earnings of the fiscal year from 1.7.2017 to 30.06.2018 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.

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

# a) Approval for distribution of the profits and distribution of dividends

The Company's Board of Directors, taking into account the financial situation, and the development of the company for the benefit of its shareholders, who trust and invest in the medium- long term in its share, proposes the distribution from the profits of the financial year ended on 30.06.2018 of a dividend amount of EUR 53.063.306,01 (gross) i.e. a gross amount of EUR 0,39 per share (total 136.059.759 shares). It is noted that a 15% dividend tax shall be withheld, where necessary and therefore for these cases the net amount paid will be EUR 0,3315 per share.

As of 03.04.2018 the Company has already paid in the form of an interim dividend the amount of € 23.511.127,13 and it is expected with the approval of the General Meeting to distribute the remaining amount of € 29.552.178,88 corresponding to € 0,2172 per share (gross).

Further to the implementation of this decision, the following dates are set, which have already been published in the financial calendar of the Company: a) the ex- dividend date on 13.12.2018, (date before the 21.12.2018 which signifies the expiration date for the Futures Contracts on the FTSE/ATHEX Large Cap index) b) 14.12.2018 as dividend beneficiaries date and c) Commencement of the dividend payment on 20.12.2018.

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 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.

The Board of Directors proposes to the General Meeting to approve the payment to certain members of the Company's Board of Directors of a fee from the profits realized in the accounting period from 01.07.2017 to 30.06.2018, 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 that the level of payments corresponds to the time that members devote to attend Board meetings, to reflect the performance of all kinds of tasks and obligations assigned, to be in accordance with the abilities, skills, experiences and attitudes of each member of the Board and to 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 members, the company and the Group in general. Matters which are particularly taken into account are: the preservation and/or enhancement of the turnover and the operational profitability, the achievement of positive operating cash flows and the achievement or increment of the net profit.

In view of the above mentioned policy and criteria of the Company, it is proposed to approve total fees on profits of a gross amount of EUR 902.480, which will be deducted from the residual balance of the net profits from 01.07.2017 to 30.6.2018 after the deduction of taxes, of statutory reserve, of the extraordinary reserve, as specifically stated by the law. This amount of gross fees will be distributed to some members of the BoD as below: a) the amount of 516.060 for the Chairman of the BoD, Apostolos-Evangelos Vakakis, b) the amount of 304.055 for the Deputy Vice President, Evangelos Papaevangelou, who has taken charge to represent the company before public agencies and authorities and the Department of Credit Policy and Resources, c) the amount of 27.455 for each independent the non-executive member. The above mentioned members will be able to receive the above mentioned 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 3

Discharge the members of the Board of Directors and of the Company's Chartered Accountants from all liability for compensation for the management of the fiscal year of 1.7.2017 - 30.6.2018, in accordance to the article 35 of the L. 2190/1920.

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

It is proposed to the General Meeting, after taking into consideration and evaluating the BoD's work totally and individually, in combination with the achieved results and the overall progress and

prospects of the company, the development of its investment plan, in particular during an unparalleled economic crisis, to discharge all Board members and Independent Chartered Accountants from any liability for compensation for their activities during the financial year from 01.07.2017 to 30.6.2018.

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 1.7.2017 to 30.6.2018.

#### Item 4

Election of Audit Firm for auditing the financial statements of the current fiscal year from 1.7.2018 to 30.6.2019 and determination of their fee.

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

The Board of Directors, after the recommendation of the Company's Audit Committee, proposes the accounting period from 01.07.2018 to 30.06.2019 to be audited by the Audit Firm "GRANT THORNTON CHARTED ACCOUNTANS –MANAGEMENT CONSULTANTS S.A.", with SOEL R.No. 127. Their audit fees, which will be in accordance with the current legislation, are going to remain at the amount of EUR 80.000 for the statutory audit and the amount of EUR 36.000,00 for the tax audit and are the same as 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 Audit Firm GRANT THORNTON S.A. with SOEL R.No. 127.