



***Minutes of the Board of Directors Meeting of Societe Anonyme***

***"AKRITAS S.A."***

***Dated 13<sup>th</sup> June 2023***

In Alexanroupolis, this Tuesday, 13<sup>th</sup> June 2023 at 09.00 am at the premises of the Company, 3 Sokrati Oikonomou street, the Board of Directors, which was legally and on time invited by its President, met via teleconference to take a decision on the following sole item on the agenda. The President explained the need for the current meeting of the Board of Directors to be held via teleconference and asked the members if they have any objection. All the members of the Board of Directors expressly stated and unanimously agreed that they have no objection to the convening of the present meeting of the Board of Directors via teleconference and that they consent to it.

**AGENDA:**

**SOLE ITEM: Invitation of the shareholders to an ordinary General Meeting**

The following members of the Board of Directors are present:

1. Loukia A. Saranti, Chairman & CEO – Executive Member
2. Eleni Papanikolakou – Deputy Chairman – Independent non-executive Member
3. Efthymios Konstantopoulos – Executive member
4. Konstantinos D. Papaioannou – Executive Member
5. Konstantinos Korikis - Independent non-executive Member
6. Eleni Gotzamani – Independent non-executive Member

Since the Board of Directors has the legal quorum, according to the law and the Articles of Association, is entering the discussion of the item on the agenda.

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**SOLE ITEM: Invitation of the shareholders to an ordinary General Meeting**

The Chairman of the Board Mrs. Loukia Saranti took the chair and suggests to the other members the convocation of the General Meeting of shareholders on **12<sup>th</sup> July 2023**, a Thursday, at 11:00 am at the premises of the company in Alexandroupolis, 3 Sokrati Oikonomou street, at the conferences hall. The invitation shall be as follows:

## «AKRITAS S.A.»

SAs Registry Nr.: 11141/06/B/86/29

### **INVITATION OF THE SHAREHOLDERS TO AN ORDINARY GENERAL MEETING**

According to the law and the Articles of Association, the Board of Directors of the company “AKRITAS SA”, with its decision dated 13<sup>th</sup> June 2003, is inviting the shareholders of the Societe Anonyme “AKRITAS SA” to an Ordinary General Meeting on 12<sup>th</sup> July 2023, a Thursday, at 11:00 am at the premises of the company in Alexandroupolis, 3 Sokrati Oikonomou street, at the Conferences hall, in order to discuss and decide on the following items:

### **AGENDA**

- 1. Submission for approval of the financial statements of the Company, the Consolidated financial statements and the Profit and Loss Account for the year ending 31.12.2022, after reading the reports of the Board of Directors and the Statutory Auditors for the period 1.1.2022-31.12.2022**
- 2. Approval of the global management of the company for the year 1.1.2022-31.12.2022**
- 3. Discharge of the Statutory Auditors for their work for the period 1.1.2022-31.12.2022**
- 4. Election of one ordinary and one alternate Auditor for the period 1.1.2023-31.12.2023 and determination of the Auditors’ fee for the accounting year ending 31.12.2023**
- 5. Submission for discussion purposes of the annual Audit Committee’s report according to art. 44 par. 1 θ of law 4449/2017**
- 6. Submission for discussion purposes and voting on the Remuneration Report, according to art. 112 of law 4548/2018, for the fiscal year 2021**
- 7. Submission to the General Assembly of a report conducted by the non-executive members of the Board**
- 8. Granting of permission to the members of the Board of Directors and the General Management, as well as to Directors, to participate in Board of Directors or the management of group companies, aiming same or similar purposes, in accordance with art. 98 par. 1 of Law 4548/2018.**
- 9. Decisions on measures to be taken in order to deal with the financial situation, given that total equity of the Company is lower than half of its share capital.**
- 10. Various communications**

#### **I. Participation and voting rights**

Anyone appearing as shareholder in the files of the Intangible Securities System, managed by the Greek Stock Exchange, where the shares of the company are kept, has the right to participate and vote in the General Assembly. The shareholder status is proven with the

submission of a relevant written certificate by the Greek Stock Exchange, or, alternatively, with a direct on-line connection of the Company with the Registry of the Greek Stock Exchange.

Shareholding status must exist on the record date, i.e. 5 days before the General Meeting (.....2023) and the relevant certificate or the on-line verification of the shareholder must reach the Company 3 days at the latest prior to the General Meeting, i.e. on .....2023.

The above recording date is also applicable in the case of an adjourned or repeated meeting, provided that the adjourned or repeated meeting is not more than thirty (30) days away from the recording date. If this is not the case or if, in the case of the repeated general meeting, a new invitation is published, participates in the General Meeting the person who has the shareholder status at the beginning of the third day prior to the postponed or the repeated General Meeting.

The proof of the shareholder status can be done by any legal means and in any case based on information received by the company from the central securities depository, in case it provides registry services or through the participating and registered intermediaries in the central securities depository in any other case.

For the Company, anyone with the shareholder status on the record date can participate and vote in the General Meeting. The exercise of the said rights (participation and voting) does not presuppose the share blocking of the beneficiary nor the compliance with any other relevant procedure, which restricts the sale and transfer possibility of the shares for the time period between the record date and the General Meeting.

## **II. Voting right exercise procedure**

The shareholder participates in the General Meeting and votes either in person or through representatives. Every shareholder may appoint up to 3 representatives. However, if the shareholder possesses shares that appear on more than one securities accounts, the said restriction does not prevent the shareholder to appoint different representatives to participate in the General Meeting for the shares that appear on each securities account.

A representative acting on behalf of more than one shareholders may vote differently for every shareholder. A shareholder's representative is obliged to communicate to the Company, before the beginning of the General Meeting, any information that could be useful to the shareholders, in order to assess the risk of the representative serving interests other than the interests of the represented shareholder.

Within the meaning of the present paragraph there might be a conflict of interests especially when the representative: a) is a shareholder who controls of the Company, or a legal entity which is controlled by this shareholder b) is a member of the BoD or the management in general of the Company or of the shareholder who controls the Company, or of another legal entity controlled by a shareholder who controls the Company, c) is an employee or a certified auditor of the Company or of the shareholder who controls the Company, or of another legal entity controlled by a shareholder who controls the Company d) is a spouse or first degree

related with one of the individuals mentioned above (a-c). The appointment and the revocation of a shareholder's representative is made in writing or electronically and are submitted to the Company at least 48 hours prior to the General Meeting.

The document with which the appointment of a representative is certified, is available to the shareholders on the Company's web-site [www.akritas.gr](http://www.akritas.gr) and in paper form at the premises of the Company (3 Sokrati Oikonomou street, 68 100, Alexandroupolis).

### **III. Minority rights**

Upon request of shareholders representing 1/20 of the share capital, the BoD is obliged to include in the agenda of the General Meeting already convened, additional items, provided the said request was submitted to the BoD at least 15 days prior to the General Meeting. Those additional items must be published or communicated, under the responsibility of the BoD, at least 13 days prior to the General Meeting, in accordance with article 122 of Law 4548/2018 and at the same time are made available to the shareholders on the company's website, together with the justification or draft resolution submitted by the shareholders. If those additional items are not published, the requesting shareholders are entitled to ask the postponement of the General Meeting and proceed themselves with the above mentioned publication, at the expense of the Company, as per article 141 par. 5 of Law 4548/2018.

Shareholders representing one-twentieth (1/20) of the paid-up capital have the right to submit draft resolutions for issues included in the original or any revised general meeting agenda. The relevant application must reach the Board of Directors at least seven (7) days prior to the General Meeting, and draft resolutions are made available to shareholders at least six (6) days prior to the General Meeting.

Following a request from shareholders, representing one tenth (1/10) of the paid-up capital, which is submitted to the company at least five (5) full days prior to the General Meeting, the Board of Directors is required to provide the General Meeting with information on the course of the corporate affairs and the company's financial situation. The Board of Directors may refuse to provide the information for any substantial reason, which shall be recorded in the minutes. Such reason may be the representation of the applicant shareholders in the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018, as long as the respective members of the Board of Directors have received the relevant information in a sufficient manner.

From the day of publication of the invitation to the General Meeting, the Company, in accordance with art. 123 par. 3 of Law 4548/2018, makes available to the shareholders, at the Company's premises, the above invitation, drafts of the decisions on the items of the initial or the revised agenda, the total number of shares and voting rights on the invitation date, indicating separate totals per share category.

Upon request of shareholders representing 1/20 of the share capital, which request must be submitted to the Company at least 5 full days prior to the General Meeting, the BoD is obliged to provide the General Meeting, provided this is the Ordinary General Meeting, with amounts paid

within the last 2 years by the Company for any reason to BoD members, the managers or any other employee, as well as any agreement drawn up for any reason between the Company and the above persons.

Furthermore, upon request of any shareholder submitted as described above, the BoD is obliged to provide the requested information with relation to the matters of the Company to the extent that this information is necessary for the assessment of the items on the agenda. Additionally, upon shareholders' request representing one twentieth (1/20) of the paid-up share capital, which must be submitted to the Company five (5) full days before the General Meeting, the Board of Directors is obliged to inform the General Meeting, as long as it is an ordinary General Meeting, about the amounts paid by the Company for any reason within the last two years to members of the Board of Directors or to its managers or other employees, as well as any other contract of the Company concluded for any reason with the same persons.

The Board of Directors may deny to provide such information, for sufficient due cause, which is included in the Minutes. Such cause may be the representation of the requesting shareholders in the BoD, as per articles 79 or 80 of Law 4548/2018.

Upon shareholders' request representing one tenth (1/10) of the paid-up capital, which is submitted to the company at least five (5) full days prior to the General Meeting, the board of directors is required to provide the general meeting with information on the course of the corporate affairs and the company's financial situation. The Board of Directors may refuse to provide the information for sufficient due cause, which is included in the Minutes. Such cause may be the representation of the requesting shareholders in the BoD, as per articles 79 or 80 of Law 4548/2018, provided the respective members of the Board of Directors have received the relevant information in a sufficient manner.

In all above cases, the shareholders wishing to exercise their legal rights, have to prove both their shareholding status and the number of the securities owned, with a confirmation from the Greek Stock Exchange or through on-line connection between the above operational body and the Company.

The present invitation as well as all relevant documents concerning the General Meeting, i.e. draft decisions on matters included in the original or revised agenda, the total number of shares and voting rights on the date of the invitation, also indicating separate totals by class of shares and the forms to be used for voting by proxy, are available both in electronic form on our Company's [www.akritas.gr](http://www.akritas.gr) and in paper form at the premises of our Company (3 Sokrati Oikonomou street, 68100 Alexandroupolis)

Alexandroupolis, 13<sup>th</sup> June 2023  
THE BOARD OF DIRECTORS

The BoD, after considering the Chairman's proposals, unanimously votes and approves these proposals.

Since there are no further items to be discussed, the meeting is adjourned and the present is signed.

**THE CHAIRMAN**

LOUKSA A. SARANTI

**THE VICE-CHAIRMAN**

ELENI PAPANIKOLAOU

**THE MEMBERS**

EFTHYMIOS KONSTANTOPOULOS

KONSTANTINOS PAPAIOANNOU

KONSTANTINOS KORIKIS

ELENI GOTZAMANI

EXACT COPY

From the Book of Minutes of the BoD

Alexandroupolis, same day

Chairman & CEO

Loukia A. Saranti