

**“LOULIS MILLS S.A.”**  
**MUNICIPALITY OF SOURPI, DISTRICT OF MAGNISIA**  
**( LOULIS PORT )**  
**REGISTRATION NO. 50675444000**

**TO BE HELD ON JUNE 26th, 2014**

**Decisions draft for each item on the agenda of the invitation of the Annual Ordinary General Meeting of 26 June 2014**

The members of the Board of Directors unanimously decide as posted on the website of the Company from the date of publication of the convocation of the Annual General Meeting until the date of the Annual General Meeting, in accordance with Article 27 § 3 case d of CL . 2190/1920, as amended, a draft of decisions on any issue on the agenda of the invitation of the Annual General Meeting of June 26, 2014 with the following content:

**1. Submission and approval of the Annual Financial Statements of the Company and the Consolidated Financial Statements in accordance with International Financial Reporting Standards for the fiscal year 2013, after hearing and approval of the relevant Board of Directors' and Certified Auditors' Report.**

<b>QUORUM REQUIRED : 1/5 of the share capital</b>	<b>MAJORITY REQUIRED : ½ + 1 of the represented votes</b>
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The approval of the annual financial statements, which include the consolidated financial statements for the fiscal year 1.1.2013 - 31.12.2013, and the related report of the Board, approved by the Board of Directors with the minutes of BoD No. 1708/26-3-2014 as well as the report of the Auditor - Accountant.

The General Meeting approves by a vote of ....., ie percentage .....% the Financial Statements including the Consolidated Financial Statements in accordance with International Financial Reporting Standards for the fiscal year from 1.1.2013 to 31.12.2013 and the relevant reports of the Directors and the Certified Auditor – Accountant

**2. Discharge of the members of the Board of Directors and the Certified Auditors from any liability for the year 2013.**

<b>QUORUM REQUIRED : 1/5 of the share capital</b>	<b>MAJORITY REQUIRED : ½ + 1 of the represented votes</b>
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The General Meeting, upon special vote, conducted by roll call vote of the attending shareholders and their representatives, discharges , by a vote of ....., ie percentage % ..... members of the Board of Directors and the Certified Auditors - Accountants from any liability for the financial year 1.1.2013 to 31.12.2013.

**3. Appointment of regular and substitute Certified Auditors for for the Ordinary Audit of the Financial Statements of the company (both Separate and**

**Consolidated), in accordance with the International Financial Reporting Standards, for the fiscal year 2014 and determination of their fees.**

<b>QUORUM REQUIRED : 1/5 of the share capital</b>	<b>MAJORITY REQUIRED : ½ + 1 of the represented votes</b>
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Upon recommendation by the three-member Audit Committee of the Company, the President of the General Meeting proposes the election of "International Audit Company Limited Chartered Accountants' registration number SOEL 111, which would designate the regular Certified Auditor - Accountant and Auditor alternate - accountant for auditing the annual financial statements of the Company and the Consolidated Financial Statements in accordance with International Financial Reporting Standards for the fiscal year from 1.1.2014 to 31.12.2014.

The remuneration will be determined based on the respective requirements on auditors - accountants, in accordance with the provisions of paragraph 4 of article 36 of Codified 2190/1920 as it applies today.

The General Meeting decides and elects with ..... votes, ie percentage .....% the company "International Audit Company Limited Chartered Accountants" registration number SOEL 111, which shall nominate the members of the regular Auditor - Accountant and alternate Auditor - Accountant for auditing the annual financial statements of the Company and the Consolidated Financial Statements in accordance with International Financial Reporting Standards for the fiscal year from 1.1.2014 to 31.12.2014.

#### **4. Approval of the remuneration of the members of the Board of Directors.**

<b>QUORUM REQUIRED : 1/5 of the share capital</b>	<b>MAJORITY REQUIRED : ½ + 1 of the represented votes</b>
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The General Meeting decides by a vote of ....., ie percentage .....% to give as a fee the amount of one hundred twenty-two thousand three hundred twenty-five euros and seventy cents (€122.325,70) to the members of the Board for the fiscal year 1.1.2013 - 31.12.2013 namely fifteen thousand seven hundred and sixty five dollars and seventy cents (€15.765,70) to Konstantinos Dimopoulos as remuneration for his duties, to Nikolaos Fotopoulos the amount of thirty-nine thousand nine hundred and sixty (€39.960) euros and to Nikolaos Loulis the amount of sixty-six thousand six hundred (€66.600) euros and the distribution of the amount of twenty-eight thousand (€28.000) euro as payment to the members of the Board for the fiscal year from 1.1.2014 to 31.12.2014.

#### **5. Preliminary approval for wages, representation expenses and other fees to Members of the Board members for the next fiscal year from 1.1.2014 to 31.12.2014.**

<b>QUORUM REQUIRED : 1/5 of the share capital</b>	<b>MAJORITY REQUIRED : ½ + 1 of the represented votes</b>
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The General Assembly decides by a vote of ....., ie percentage .....% and preauthorizes the payment of money amounting to EUR one hundred thousand (100,000) to cover expenses of the members in the next fiscal year from 1.1 .2014 to 31.12.2014, especially for contacts with the competent authorities and with representatives of other companies and businesses in Greece and in foreign countries.

Also, the General Meeting unanimously decides to pay for the next fiscal year salaries and other remuneration to the members of the Board, related to the Company by virtue of dependent employment, as follows:

Nikolaos Loulis	gross monthly salary	EUR 8,000
Nikolaos Fotopoulos	gross monthly salary	EUR 6,000

Plus: bonus gifts for Christmas and Easter, holiday bonuses and other remuneration where such is the case. These amounts may be adjusted by decisions which increase the amount of salary according to collective or sectoral employment agreements or free agreement between the parties.

Finally, the General Meeting unanimously approves the expenditure of the total amount of one hundred thousand (100,000) euros, which had been pre-approved by the Ordinary General Meeting of the year 2013 for expenses of the members of the Board for the fiscal year 1.1.2013 - 31.12. 2013.

**6. Approval of the restated financial statements for the fiscal year 1/1/2013 to 31/12/2013, because of redevelopment funds from the application of the amended IFRS 19.**

**7. Appointment of Audit Committee Members, in accordance with article 37 of Law 3693/2008.**

<b>QUORUM REQUIRED : 1/5 of the share capital</b>	<b>MAJORITY REQUIRED : ½ + 1 of the represented votes</b>
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The President of the General Meeting proposes to the shareholders the Audit Committee composition in accordance with Article 37 of Law 3693/2008, consisting of three members, the non-executive Directors, namely Mr. Georgios Mourelatos son of Apostolos, Mr. Khedaim Abdulla Saeed Faris Alderei son of Abdullah and Mr. Tsitsigiannis Christos son of Georgios.

The General Assembly decides and composes by a vote of ....., ie percentage .....%, a three-member Audit Committee, in accordance with Article 37 of Law 3693/2008 and appoint the members thereof, that Mr. Georgios Mourelatos son of Apostolos, consultant , with ID AE 041631/2-2-2007 issued by Byron P.D. , resident of Byron in Attica, Saranta Ekklision Street No. 5, Independent Non-Executive Member of the Board of Directors of the Company, Mr. Khedaim Abdulla Saeed Faris Alderei son of Abdulla, born in the United Arab Emirates, commissioner minister, resident of Abu Dhabi at United Arab Emirates Villa No. 16/1, owner of No. A2400915/04-05-2010 passport of United Arab Emirates and Mr. Tsitsigiannis Christos son of Georgios, mill owner, with ID: AH 276652/8-7-2006 issued by Volos

P.D. of Magnesia, resident of Volos at Kountouriotou street No. 182, Independent Non-Executive Member of the Board of Directors.

**8. Approval of the Election of the new Board of Directors, appointment of independent non-executive members of the Board of Directors pursuant to Law 3016/2002 on corporate governance and announcement of the replacement of an independent non-executive member of the Board of Directors.**

<b>QUORUM REQUIRED : 1/5 of the share capital</b>	<b>MAJORITY REQUIRED : 1/2 + 1 of the represented votes</b>
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With the minutes of the members of the Board no. 1701/11-11-2013 the members of the Board unanimously accepted the resignation of Mr. Christoph Theodor Heinrich Kempkes, member of the Board of Directors and member of the Audit Committee and after secret voting, the members of the Board of Directors unanimously elected Mr. Khedaim Abdulla Saeed Faris Alderei son of Abdulla and Sabha Mohamad, Delegate Minister of the United Arab Emirates, born in Al Ein United Arab Emirates in 1969, resident of Abu Dhabi - United Arab Emirates (Villa 16/1), with passport of United Arab Emirates No. A2400915, with T.R.N. 164654872, as Non-Executive Member of the Board of Directors which will replace the resigned member for the remaining term of the Board, which runs until 28.06.2017, in accordance with Article 17 of the Articles of Association.

Moreover the resigned member of the three-member Audit Committee of the Company, Mr. Christoph Theodor Heinrich Kempkes is replaced from the abovementioned Mr. Khedaim Abdulla Saeed Faris Alderei son of Abdulla and Sabha Mohamad, Delegate Minister of the United Arab Emirates, born in Al Ein United Arab Emirates in 1969, resident of Abu Dhabi - United Arab Emirates (Villa 16/1), with passport of United Arab Emirates No. A2400915, with T.R.N. 164654872.

The General Meeting validates by a vote of ....., ie percentage ....., the new composition of the Board of Directors as follows:

**BOARD OF DIRECTORS**

1. Nikolaos Loulis, son of Konstantinos and Olga, private employee, with ID: AH 778710/21-07-2009 issued by P.D. of Volos Magnesia, resident of Volos, Iasonos Street No.82, born in Larissa in 1986, with T.R.N. 063321879, **Chairman of the BoD- Executive Member.**
2. Nikolaos Fotopoulos, son of Spiridon and Athanasia, private employee, with ID: P 585864/08-07-1994 issued by P.D. of Elliniko in Attika, resident of Drapetsona Attika, Analipseos Street No.2A, born in Athens in 1960, with T.R.N. 043848244, **Vice President of the BoD and Managing Director – Executive Member.**
3. Konstantinos Dimopoulos, son of Nikolaos and Efrosini, retiree, with ID: AE 059806/08-02-2009 issued by P.D. of Koridallos, resident of Koridallos Peireus, Menandrou Street No.19, born in Preveza in 1929, with T.R.N. 008466666, **Member of the BoD - Non -Executive Member.**

4. Khedaim Abdulla Saeed Faris Alderei son of Abdulla and Sabha Mohamad, Delegate Minister of the United Arab Emirates, born in Al Ein United Arab Emirates in 1969, resident of Abu Dhabi - United Arab Emirates (Villa 16/1), with passport of United Arab Emirates No. A2400915, with T.R.N. 164654872, **Non-Executive Member**.
  
5. Georgios Mourelatos, son of Apostolos and Maria, company consultant, with ID: AE 041631/02-02-2007 issued by P.D. of Byron, resident of Byron Attika, Saranta Ekklision Street No.5, born in Patras in 1954, with T.R.N. 022348273, **Member of the BoD - Independent Non -Executive Member**.
  
6. Tsitsigiannis Christos, son of Georgios and Erasmia, mill owner, with ID: AH 276652/08-07-2006 issued by P.D. of Volos Magnisia, resident of Volos, Kountouriotou Street No.182, born in Volos in 1969, with T.R.N. 034757350, **Member of the BoD - Independent Non -Executive Member**.

#### **9. Other issues and announcements**

For this item, the Board of Directors does not intend to make any announcements, unless important new facts take place which require notice to the Annual General Meeting.