

**“LOULIS MILLS S.A.”**  
**MUNICIPALITY OF SOURPI MAGNISSIAS (LOULIS PORT)**  
**GEMI: 50675444000**

**Decisions draft for each item on the agenda of the invitation of the Annual  
Ordinary General Meeting of 1st June 2021**  
(Article 23 par. 4 of Law 4548/2018)

**1. Submission for approval of the corporate and consolidated annual financial statements of the fiscal year 01.01.2020 to 31.12.2020, in accordance with the International Financial Reporting Standards (I.F.R.S.), after hearing and approving the relevant Board of Directors’ Reports and the Certified Auditor's Report regarding the above-mentioned year. Submission of the annual report of activities of the Audit Committee. Decision on the distribution of year's profits of the fiscal year 01.01.2020 to 31.12.2020**

Quorum required: 1/2 of the share capital	Majority required: ½ + 1 of the represented votes
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The General Meeting is called to approve the annual financial statements, which include the consolidated financial statements for the fiscal year 1.1.2020- 31.12.2020, and the related report of the Board of Directors, approved by the Board of Directors with the minutes of BoD No. 1843/26-4-2021 as well as the report of the Auditor - Accountant.

The General Meeting is called also to approve to distribute dividend of total amount 1.027.246,80 euros i.e 0,06 euro per share to the Company’s shareholders and to specify the following:

- (a) 3 June 2021 is the ex-dividend date concerning the dividend of financial year 2020,
- (b) 4 June 2021 is the record date concerning the shareholders entitled to the dividend of financial year 2020, and
- (c) 10 June 2021 is the payment date with regard to the dividend of year 2020, via a banking institution or the Hellenic Exchanges (EXAE).

Finally, it is recommended that the Company’s Board of Directors is granted with all necessary authorizations for the appropriate and timely execution and implementation of the above decision with regard to the distribution (payment) of dividend.

The Chairman of the Audit Committee submits and presents to shareholders the Audit Committee's 2020 Audit Report, which is available at the Company's website ([www.loulismills.gr](http://www.loulismills.gr)), for the appropriate information of the shareholders.

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 1.1.2019 to 31.12.2019 and the relevant reports of the Directors and the Certified Auditor –Accountant, as well as the distribution of dividends of total amount 1.027.246,80 euros i.e 0,06 euro per share to the Company’s shareholders.

**2. Approval of the overall management of the Members of the Board of Directors and discharge of the Company’s Auditors from all compensation liabilities regarding their activities during the fiscal year ended 31.12.2020 (1.1.2020 to 31.12.2020), as well as for the current Annual Financial Statements.**

Quorum required: 1/5 of the share capital	Majority required: ½ + 1 of the represented votes
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The General Meeting decided by a vote of ....., ie percentage ....., the approval of the overall management of the Board of Directors for the corporate year ended on 31.12.2020 and the discharge of the Auditors of the Company from all compensation liabilities deriving from the exercise of their duties for fiscal year 2020 (01.01.2020-31.12.2020) as well as for the Annual Financial Statements.

### **3. Election of regular and alternate Certified Auditors for the audit of the fiscal year 1.1.2021 to 31.12.2021 and determination of their fees.**

Quorum required: 1/5 of the share capital	Majority required: $\frac{1}{2} + 1$ of the represented votes
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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 "BDO Auditors Accountants SA" registration number SOEL 173, 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 1.1.2021 to 31.12.2021.

The remuneration will be determined based on the respective requirements on auditors - accountants.

The General Meeting decides and elects with ..... votes, ie percentage .....% the company "BDO Auditors Accountants SA" registration number SOEL 173, 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 1.1.2021 to 31.12.2021.

### **4. Discussion and voting on the Remuneration Report for the fiscal year from 1.1.2020 to 31.12.2020**

Quorum required: 1/5 of the share capital	Majority required: $\frac{1}{2} + 1$ of the represented votes
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Following the unanimous proposal of the Board of Directors and on the recommendation of the Company's Remuneration Committee, is submitted to the General Meeting the remuneration report under article 112 of L.4548/2018 for the year 2020. The submitted remuneration report for discussion and consulting vote is available to the Shareholders at the Company's website ([www.loulismills.gr](http://www.loulismills.gr)) and includes the information required under article 112 of L 4548/2018.

The General Meeting approves, according to article 112 par. 3 Law 4548/2018, by a vote of ....., ie percentage ....., in consultation, the remuneration report.

### **5. Approval of an advance payment remunerations of the members of the Board of Directors of the Company for the financial year 2021.**

Quorum required : 1/5 of the share capital	Majority required : $\frac{1}{2} + 1$ of the represented votes
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The General Meeting approves by a vote of ....., ie percentage .....% an advance payment remunerations to the members of the Board of Directors of the Company for the financial year 2021 until the next Annual Ordinary General Meeting, total amount up to 200.000 euros, which is in accordance with the Remuneration Policy of the Company.

### **6. Approval of the suitability policy for members of the Board of Directors of the Company**

Quorum required : 1/5 of the share capital	Majority required : $\frac{1}{2} + 1$ of the represented votes
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The Board of Directors will propose the approval by the annual Ordinary General Meeting of the shareholders of the Suitability Policy of the members of the Board of Directors of the Company, which (Policy) has been prepared in accordance with the provisions of article 3 of Law 4706/2020 and the guidelines of the Hellenic Capital Market Commission, as analysed in particular in the respective Circular number 60 / 18.09.2020. The text of this pre-approved Policy is available to the Company's website ([www.loulismills.gr](http://www.loulismills.gr)), for the timely and proper information of the shareholders.

The General Meeting approves by a vote of ....., ie percentage .....% the suitability policy for members of the Board of Directors of the Company.

**7. Election of the new Board of Directors and appointment of the independent non executive members of the Board of Directors according to Law 4706/2020**

Quorum required : 1/5 of the share capital	Majority required : ½ + 1 of the represented votes
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In accordance with the provisions of articles 5 and 9 of L. 4706/2020, and the proposed suitability policy of the members of the Board of Directors for approval to the above-mentioned subject, the Board of Directors suggests and proposes the election of a new Board of Directors with a four-year term, within the range of members provided by the Company Articles of Association that can be elected by the general meeting.

The following are proposed as members of the new Board of Directors with a four-year term:

1. Nikolaos Loulis, son of Konstantinos
2. Nikolaos Fotopoulos, son of Stryridon
3. Georgios Mourelatos, son of Apostolos
4. Khedaim Abdulla Saeed Faris Alderei, son of Abdulla
5. Andreas Koutoupis, son of Georgios, Independent non-executive Member
6. Elisavet Kapelanou-Alexandri, daughter of Spyros, Independent non-executive Member
7. Georgios Taniskidis, son of Ioannis, Independent non-executive Member

The detailed CVs of the above candidate members are documents that will be made available to the shareholders on the Company's website [www.loulismills.gr](http://www.loulismills.gr) before the date of the Ordinary General Meeting.

Regarding the above proposed as independent non-executive members, it is clarified that they fully meet the requirements of article 9 of L. 4706/2020, and therefore do not have a dependency relationship with the Company or individuals associated with it.

The members of the Board of Directors will be elected for a four-year (4-year) term, which will be extended until the expiration of the term, within which the next Ordinary General Meeting must convene until the relevant decision is taken.

The General Meeting decides by a vote of ....., ie percentage .....% the election of the above-mentioned persons as members of the Board of Directors.

**8. Determination of the type, the duration, the number and the qualifications of the members of the Audit Committee of the Company, in accordance with article 44 paragraph 1b of Law 4449/2017. Election of members of the Audit Committee.**

Quorum required : 1/5 of the share capital	Majority required : ½ + 1 of the represented votes
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Taking into account the composition of the newly-elected Board of Directors of the Company, the election of a new Audit Committee is proposed, in accordance with the provisions of article 44 of L. 4449/2017, as in force after its amendment by article 74 of L. 4706/2020. In particular, the following is suggested:

**A.** Regarding the composition and structure of the Audit Committee, in accordance with the article 44 Law 4449/2017, the Audit Committee may constitute:

(a) a committee of the Board of Directors, consisting of non-executive members of the Board of Directors, or  
(b) an independent committee, consisting of non-executive members of the Board of Directors and third parties, or

(c) an independent committee, composed only of third parties.

d) In case of resignation, death or loss of the function of a member of the Audit Committee for any reason, the Board of Directors appoints from its existing members, a new member to replace the one who resigned, deceased or lost their function, for the period until the end of his term, as the case may be, according to par. 1 and 2 of article 82 of L. 4548/2018, which is applied accordingly.

In case the missing member is the third party, non-member of the Board of Directors, the Board of Directors re-appoints a third party, non-member of the Board of Directors, as a temporary replacement, and at the next general meeting either appoints the same member or elects another member, for the period until the end of his term in the Audit Committee.

**B.** It is further proposed (a) that the duration of the Audit Committee be the same as that of the Board of Directors, and (b) that the following individuals be elected as members of the Audit Committee, which shall be an independent committee within the meaning of article 44 paragraph 1(a)(ab) Law 4449/2017, and shall consist of non-executive members of the Board of Directors and third parties, as follows:

(a) Mr. Andreas Koutoupis, son of Georgios, an independent non-executive member of the Board of Directors of the Company.

Mr. Andreas Koutoupis meets the conditions of independence of article 9 of L. 4706/2020 and has sufficient knowledge in the field in which the Company operates, having already been a member of the Board of Directors of the Company since June 2017, as well as Chairman of the Audit Committee of the Company. He possesses experience and knowledge at the auditing and accountant domains.

The detailed CVs of Mr. Koutoupis is available at the Company's website [www.loulismills.gr](http://www.loulismills.gr)

Mr. Koutoupis is proposed for the position of Chairman of the Audit Committee.

(b) Mrs. Elisavet Kapelanou-Alexandri, daughter of Spyros, Independent non-executive Member, of the Board of Directors of the Company.

Mrs. Kapelanou-Alexandri meets the conditions of independence of article 9 of L. 4706/2020 and has sufficient knowledge in the field in which the Company operates. In particular, Mrs. Kapelanou – Alexandri has long experience in the production and distribution of consumer products, goods and services. For many years - over 35 - she has been involved in Commercial, Labour and Tax Law, being for many years legal advisor to many (publicity traded and not) companies, successfully managing issues from a number of different sectors. In addition, she has worked at length with the Internal Audit of the companies she was legal advisor.

The detailed CVs of Mrs. Kapelanou-Alexandri is available at the Company's website [www.loulismills.gr](http://www.loulismills.gr)

(c) Mr. Konstantinos Kontochristopoulos, son of Anastasios, third party, non-member of the Board of Directors.

Mr. Kontochristopoulos meets the conditions of independence of article 4 of L. 3016/2002 and article 9 of L. 4706/2020 and has sufficient knowledge in the field in which the Company operates, having already been a member of the Audit Committee of the Company since July 2019, as well as in matters of accounting and auditing.

The detailed CVs of Mr. Kontochristopoulos is available at the Company's website [www.loulismills.gr](http://www.loulismills.gr)

From the above it follows that:

(a) The members of the Audit Committee have sufficient knowledge in the field in which the Company operates while all of them are independent members of the Company, within the meaning of the provisions of L. 3016/2002 and L. 4706/2020.

(b) The criterion of sufficient knowledge and experience in auditing and accounting is proven to be met to the most members of the Board of Directors.

The General Assembly decides by a vote .....i.e. by a percentage of .....% the determination of the Audit Committee, in accordance with article 44 paragraph 1b) Law 4449/2017, and the election of the above-mentioned persons as members of the Audit Committee.

**9. Amendment of the remuneration policy for the members of the Board of Directors of the Company by introducing the criteria defining the term “significant remuneration or benefit”, in accordance with article 9 paragraph 2 (a) of Law 4706/2020.**

Quorum required : 1/5 of the share capital	Majority required : $\frac{1}{2} + 1$ of the represented votes
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The amendment of the Remuneration Policy for the members of the Board of Directors of the Company is submitted to the Ordinary General Meeting for approval, which has been approved by the Ordinary General Meeting of the Company's shareholders since 8.7.2019 (hereinafter "Remuneration Policy"). The amendment of the Remuneration Policy for the members of the Board of Directors of the Company is necessary for the Company to comply with the provisions of article 9 paragraph 2 (a) of Law 4706/2020 on introducing the criteria defining the term “significant remuneration or benefit”. The Remuneration Policy as in force is available at the Company's website [www.loulismills.gr](http://www.loulismills.gr) in view of the Ordinary General Meeting.

The General Assembly approves by a vote ....., i.e. by a percentage of .....% the above-mentioned amendment of the Remuneration Policy.

**10. Grant permission to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the management of other affiliated companies as those companies are defined in article 32 of Law 4308/2014**

Quorum required : 1/5 of the share capital	Majority required : $\frac{1}{2} + 1$ of the represented votes
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The General Assembly grants permission by a vote of ....., ie percentage ....., in accordance with article 98 of Law 4548/2018, to members of the Board of Directors of the Company and to executives of the Company, in order to participate in any capacity in the Boards of Directors or in the management of the companies of the Group and of associated (under the meaning of article 32 of Law 4308/2014) companies, in order to coordinate work at the Group level.

**11. Amendment of article 15 of the Company's Articles of Association, in order to include the possibility of voting by distance, via mail or via electronic means, before the general meeting, in accordance with article 126 of Law 4548/2018**

Quorum required : 1/5 of the share capital	Majority required : $\frac{1}{2} + 1$ of the represented votes
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Following the article no. 126 of L. 4548/2018, it is proposed to amend article 15 of the Company Articles of Association, in order to include the possibility of voting by distance, via mail or via electronic means, before the general meeting.

The proposed amendment is as follows:

Article 15: A new paragraph is added with number 3, which introduces the above possibility. Thus, Article 15 of the Statute is formed as follows:

## **“Article 15 Conducting**

### **I. President – Secretary – Scrutineers**

1. The President of the Board of Directors or his substitute or, if he is not present, another member of the Board of Directors or, if no member of the Board of Directors is present, a person elected temporarily by the Assembly presides temporarily at the General Assembly and until the election of a President by the General Assembly. The temporary President appoints a temporary secretary, who will also serve as scrutineer.
2. After the list of the shareholders, who have a voting right, and their legal participation or representation are checked and approved by the General Assembly, the General Assembly elects the President and a secretary, who will also serve as scrutineer, with the majority specified above, in article 13, paragraph 3.
3. Voting remotely, by electronic means or by mail, before the general meeting is permitted, in accordance with article 126 Law 4548/2018. Topics and ballot papers are available and can be filled out electronically or in hard paper at the Company's headquarters. Shareholders who vote by mail or by electronic means shall be counted for the formation of the quorum and majority, provided that the relevant votes have been received by the Company not later than twenty-four (24) hours before the start of the general meeting. The Board of Directors decides (a) the possibility of this paragraph to be activated for one or more General Meetings or for a specified period of time, (b) the relevant technical and procedural arrangements and (c) the procedures that must be adopted to ensure the identity of the shareholder and the origin of the vote, as well as the security of the electronic or other connection.

### **II. Issues for discussion – Minutes**

1. The discussions and the decisions of the General Assembly are limited in the issues of the daily agenda.
2. The discussions and the decisions, which are taken during the general assembly, are recorded in a summary in a special book, with the Secretary's care and they are signed by the President and the Secretary at the end of the meeting.
3. Upon an application of a shareholder, the president of the assembly is obliged to record in the minutes a summary of his opinion. The President of the General Meeting is entitled to refuse to register an opinion if it refers to issues apparently out of the agenda or its content is manifestly contrary to morality or law. In the same book is also recorded a list of the shareholders, who were present or represented in the General Assembly. Upon the Board of Directors' responsibility, the voting results are published in the Company's website within five (5) days at the latest since the date of the General Assembly, specifying for each decision at least the number of shares for which valid votes were given, the proportion of the share capital that these votes are representing, the total number of the valid votes, as well as the number of votes that are in favor or against each decision and the number of abstentions.
4. Copies or extracts of the minutes of the General Assembly are executed by the President of the General Assembly or the President of the Board of Directors or the Vice-President of the Board of Directors or any person whatsoever, appointed by the General Assembly for the minutes of the specific Assembly.
5. During the annual Ordinary General Assembly, the Assembly approves the annual financial statements and decides about the approval of the overall management of the Company for the fiscal year, as well as the release of the auditors from any liability for compensation. During the voting for approval of the overall management of the Company, the members of the Board of Directors are voting only with the shares they own or as representatives of other shareholders, if they have taken a relevant authorization with explicit and specific voting instructions. The same applies also for the company's employees.

The company's resignation from its claims against the members of the Board of Directors or other persons or the reconciliation of the company with them may take place only under the conditions of paragraph 7 of Article 102 N. 4548/2018. This approval shall be taken in consideration, if a trial for compensation of the company due to the liability of the members of the Board of Directors will take place, in accordance with Articles 102 et seq., Law 4548/2018”.

The General Meeting approves, by a vote ....., i.e. by a percentage of .....% the above-mentioned amendment of Article 15 of the Company's Articles of Association.

**12. Amendment of article 21 of the Company’s Articles of Association concerning the determination of the power to issue copies of the Minutes of the Board of Directors**

Quorum required : 1/5 of the share capital	Majority required : ½ + 1 of the represented votes
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It is proposed to amend article 21 of the Company Articles of Association, as follows:

**“Article 21  
Minutes**

1. The discussions and the decisions of the board of directors are recorded in summary in a special book, which may be kept also according to a computer system. Upon an application of a member of the board of directors, the president is obliged to record in the minutes an exact summary of his opinion. In this book is also recorded a list of the present or represented at the meeting members of the board of directors.
2. The minutes of the board of directors are signed by all the members, who are present. If a member refuses to sign, reference shall be made to the minutes. Copies of the minutes are officially issued by the President or the Vice-President, or by the Executive Director, without any other execution thereof to be required.
3. The signatures of the members of the Board of Directors or their representatives may be replaced by e-mail or other electronic means.

The General Meeting approves, by a vote ....., i.e. by a percentage of .....% the above-mentioned amendment of Article 21 of the Company's Articles of Association.