

“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 22nd June 2022**
(Article 23 par. 4 of Law 4548/2018)

1. Submission for approval of the corporate and consolidated annual financial statements of the fiscal year 01.01.2021 to 31.12.2021, 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 01.01.2021 to 31.12.2021

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 1.1.2021- 31.12.2021, and the related report of the Board of Directors, approved by the Board of Directors with the minutes of BoD No. 1860/21-4-2022 as well as the report of the Auditor - Accountant.

The General Meeting is called also to approve to distribute dividend of total amount 1.027.216,80 euros i.e 0,06 euro per share to the Company’s shareholders and to specify the following:

- (a) 27 June 2022 is the ex-dividend date concerning the dividend of financial year 2021,
- (b) 28 June 2022 is the record date concerning the shareholders entitled to the dividend of financial year 2021, and
- (c) 1 July 2022 is the payment date with regard to the dividend of year 2021, 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 regarding the distribution (payment) of dividend.

The Chairman of the Audit Committee submits and presents to shareholders the Audit Committee's 2021 Audit Report, which is available at the Company's website (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 1.1.2021 to 31.12.2021 and the relevant reports of the Directors and the Certified Auditor –Accountant, as well as the distribution of dividends of total amount 1.027.216,80 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 31.12.2021 (1.1.2021 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 31.12.2021 and the discharge of the Auditors of the Company from all compensation liabilities deriving from the exercise of their duties for fiscal year 2021 (01.01.2021-31.12.2021) as well as for the Annual Financial Statements.

3. Election of regular and alternate Certified Auditors for the audit of the fiscal year 1.1.2022 to 31.12.2022 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 1.1.2022 to 31.12.2022.

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 1.1.2022 to 31.12.2022.

4. Discussion and voting on the Remuneration Report for the fiscal year from 1.1.2021 to 31.12.2021

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 fiscal year 2021. The submitted remuneration report for discussion and consulting vote is available to the Shareholders at the Company's website (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 the prepaid remunerations for the financial year 2021. Approval of an advance payment remunerations of the members of the Board of Directors and the Audit Committee of the Company for the financial year 2022.

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 and the Audit Committee of the Company for the financial year 2022 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. It also approves the advance payment of remuneration to the members of the Board of Directors and the Audit Committee during the financial year 2021 total amount of 133,500 euros.

6. Amendment of the suitability policy for members of the Board of Directors of the Company

Quorum required : 1/5 of the share capital	Majority required : ½ + 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 amendment of the Suitability Policy of the members of the Board of Directors of the Company, 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 the Suitability Policy is available to the Company's website (www.loulismills.gr), for the timely and proper information of the shareholders.

The General Meeting approves by a vote of, ie percentage% the amendment of 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 suitability policy, the Board of Directors, submitting to the General Meeting and the relevant report of article 18 par. 1 L. 4706/2020, 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's 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, sin of Konstantinos
2. Nikolaos Fotopoulos, son of Stryridon
3. Spyridon Theodoropoulos, son of Ioannis
4. Gianluca Fabbri, son of Abdulla Bruno
5. Konstantinos Macheras, son of Dimitrios, 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 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, third party, non-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

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

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

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

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. 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 : ½ + 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.

10. Amendment of article 1 of the Company's Articles of Association, concerning the amendment of the Company's name and the Company's distinctive title

Quorum required : 1/5 of the share capital	Majority required : ½ + 1 of the represented votes
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The General Assembly decides by a vote of, ie percentage, the amendment of the name of the Company to "LOULIS FOOD INGREDIENTS S.A. "and the distinctive title "LOULIS FOOD INGREDIENTS "

The proposed amendment of the Company's Articles of Association is as follows:

“Article 1

Establishment and Company Name, distinctive title

A Limited, Industrial and Commercial Company with the company name “FLOUR MILLS LOULIS S.A.” is established. The company name “FLOUR MILLS LOULIS S.A.” will be rendered for the Company's relations Abroad.

Upon the decision of the General Assembly of April 12, 2001, the company name is modified into “LOULIS MILLS S.A.” As regards the international relations, the Company’s company name will be rendered in an exact translation in the English language.

Upon the decision of the General Assembly of June 22, 2022, the company name is modified into “LOULIS FOOD INGREDIENTS S.A.” and the distinctive title " LOULIS FOOD INGREDIENTS "

11. Amendment of article 2 of the Company’s Articles of Association, concerning the amendment of the Company’s registered offices. Codification of the Company’s Articles of Association.

Quorum required : 1/5 of the share capital	Majority required : ½ + 1 of the represented votes
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The proposed amendment of Article 2 of the Company’s Articles of Association is as follows:

**“Article 2
Registered offices**

The Municipality of Almyros, Municipal Community of Sourpi, Prefecture of Magnesia (Port Loulis) is specified as the Company’s registered offices.

By a decision of the General Assembly and a modification of this article, the Company’s registered offices may be transferred to any other Municipality or Community of Greece. By a decision of the Board of Directors, the Company may establish branches also in other municipalities or cities of Greece”.

Following the above amendments (items 10 and 11), the Articles of Association are codified in a single text.

The General Meeting approves, by a vote, i.e. by a percentage of% the above-mentioned amendment of Article 2 and the codification of the Company's Articles of Association.

12. Submission of the report of the independent non-executive members of the Board of Directors in accordance with the provision of article 9 par. 5 of Law 4706/2020

Quorum required : 1/5 of the share capital	Majority required : ½ + 1 of the represented votes
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The report of the independent non-executive members of the Board of Directors, according to the provision of article 9 par. 5 of Law 4706/2020, has been posted on the Company's website (www.loulismills.gr), for timely and appropriate information of shareholders.