

**“LOULIS MILLS S.A.”**  
**MUNICIPALITY OF SOURPI MAGNISSIAS (LOULIS PORT)**  
**GEMI: 50675444000**  
**(previous Company Registration Number: 10344/06/B/86/131)**

**Decisions draft for each item on the agenda of the invitation of the Annual Ordinary General Meeting of 14 June 2018**  
(Article 27 § 3 case d of CL . 2190/1920)

**1. Submission for approval of the corporate and consolidated annual financial statements of the fiscal year 01.01.2017 to 31.12.2017, 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. Decision on the distribution of year's profits of the fiscal year 01.01.2017 to 31.12.2017.**

Quorum required : 70% of the share capital	Majority required : 70% of the share capital
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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 1.1.2017 - 31.12.2017, and the related report of the Board of Directors, approved by the Board of Directors with the minutes of BoD No. 1787/25-4-2018 as well as the report of the Auditor - Accountant.

The General Meeting is called also to approve not to distribute dividends to the shareholders, due to the general economic instability and uncertainty prevailing inside and outside Europe and due to the liquid cash flow of the Company.

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 1.1.2017 to 31.12.2017 and the relevant reports of the Directors and the Certified Auditor – Accountant, as well as the not distribution of dividends to the shareholders

**2. Discharge of both the Board of Directors members and the Certified Auditor from any liability for indemnity regarding Company’s management, the financial statements and the consolidated financial statements during the fiscal period under examination (01.01.2017- 31.12.2017).**

Quorum required : 1/5 of the share capital	Majority required : ½ + 1 of the represented votes
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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 % ....., the members of the Board of Directors and the Certified Auditors - Accountants from any liability for the financial year 1.1.2017 to 31.12.2017.

**3. Election of regular and alternate Certified Auditors for the audit of the fiscal year 1.1.2018 to 31.12.2018 and determination of their fees.**

Quorum required : 1/5 of the share capital	Majority required : ½ + 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 1.1.2018 to 31.12.2018.

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 "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 1.1.2018 to 31.12.2018.

**4. Approval of remuneration paid to the members 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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The General Meeting decides by a vote of ....., ie percentage .....% to give as a fee the amount of €214.797,15 to the members of the Board for the fiscal year 1.1.2017 - 31.12.2017.

**5. Pre-approval of paying salaries, presence expenses and other remuneration to members of the Board of Directors for the following fiscal year 1.1.2018 to 31.12.2018.**

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 .....% and pre-approves the payment for the next fiscal year of money amounting to €196.000 for gross salaries and other remuneration to the members of the Board, related to the Company by virtue of dependent employment and the distribution of the amount of twenty-eight thousand (€28.000) euro as payment to the non - executive members of the Board of Directors and the members of the Audit Committee for the fiscal year from 1.1.2018 to 31.12.2018.

**6. Increase of the share capital of the Company by increasing the face value of each share with capitalization of the reserves “difference from the issue of shares above par” and decrease the share capital of the Company by the same amount**

**by decreasing the face value of each share, in order to return the capital with cash to the shareholders.**

Quorum required : 2/3 of the share capital	Majority required : 2/3 + 1 of the represented votes
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The General Assembly decides by a vote of ....., ie percentage ....., the increase of the share capital of the Company by 1.027.216,80 euros, by increasing the face value of each share by 0,06 euros with capitalization of the reserves “difference from the issue of shares above par” and decides by a vote of ....., ie percentage ....., the decrease the share capital of the Company by the same amount 1.027.216,80 euros by decreasing the face value of each share by 0,06 euros, in order to return the capital with cash to the shareholders. Furthermore, the Annual General Meeting provided the authorization to the Board of Directors to settle all questions of procedure for the execution and implementation of this decision on the increase and reduction of the share capital.

#### **7. Amendment to the Article 5 of the Articles of Association of the Company**

Quorum required : 2/3 of the share capital	Majority required : 2/3 + 1 of the represented votes
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The General Assembly decides by a vote of ....., ie percentage ....., the amendment to the Article 5 of the Articles of Association of the Company, in accordance with the above mentioned decision under number 6.

**8. Granting authorization to both Board of Directors members and Company’s Directors to participate in the Board of Directors or in the management of other affiliated companies as those companies are defined in article 32 of Law 4308/2014 and, therefore, the conducting on behalf of the affiliated companies of acts falling within the Company’s purposes.**

Quorum required : 1/5 of the share capital	Majority required : 1/2 + 1 of the represented votes
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The General Assembly authorizes by a vote of ....., ie percentage ....., both Board of Directors members and Company’s Directors to participate in the Board of Directors or in the management of other affiliated companies as those companies are defined in article 32 of Law 4308/2014 and, therefore, to conduct on behalf of the affiliated companies of acts falling within the Company’s purposes.