

**ARTICLES OF ASSOCIATION OF THE SOCIETE ANONYME  
UNDER THE NAME  
"ATTICA HOLDINGS S.A."  
(GEMI No. 5780001000)**

**CHAPTER A  
NAME, PURPOSE, REGISTERED OFFICE AND DURATION OF THE COMPANY**

**Article 1  
NAME**

1. A Societe Anonyme with the name "ATTICA HOLDINGS S.A." is hereby established.
2. The distinctive title of the Company is: "ATTICA GROUP".
3. For its international transactions the name will be given as "ATTICA HOLDINGS S.A.".

**Article 2  
PURPOSE**

The purpose of the Company is a) the participation in other companies of any form, corporate structure or purpose, including companies whose purpose and exclusive activity is the ownership and operation of vessels in Greece and abroad b) the holding of shares in Greek or foreign companies, whether listed or not in Athens Exchange or other Stock Exchanges abroad, c) the acquisition and exploitation of real estate assets, d) the administration and management of companies in which the Company participates, regardless of their form, corporate structure and purpose and e) the acquisition of loans and credit facilities of any nature.

In order to achieve its purpose, the Company may establish branches in Greece and abroad and determine the terms and details of their management and administration.

**Article 3  
REGISTERED OFFICE**

The registered office of the Company is the Municipality of Kallithea, Attica.  
By decision of the Board of Directors of the Company, branches or other forms of secondary installation may be established and / or abolished in other places in Greece or abroad.

**Article 4  
DURATION**

The duration of the Company was initially set at 90 years starting on 27-10-1918 day of publication in the Government Gazette of the Decree approving the Articles of Association and ending on 27 October 2008. With the decision of 19-3-1992 of the Extraordinary General Meeting of shareholders published in no. 3526 / 13-7-92 sheet of the Bulletin of Societes Anonymes and Limited Liability Companies of the Government Gazette, the duration was extended for another hundred (100) years and expires on 27-10-2108.

**CHAPTER B**  
**SHARE CAPITAL - SHARES / SHAREHOLDERS - SECURITIES ISSUED**

**Article 5**  
**SHARE CAPITAL**

1. The capital of the Company initially defined, following a decision of the General Meeting on 2.12.1925, approved by the 27.01.1926 P.D. at 18,300,000 drachmas, divided into 183,000 shares of one hundred (100) drachmas each, was paid in full by contribution in kind and in cash.
2. This capital was initially reduced to the amount of 17,000,000 drachmas according to the decision of the General Meeting of 26.11.1926, approved by the ministerial decision of 28.01.1927, and then to 14,600,000 drachmas according to the decision of 16.02.1935 decision of the General Meeting, approved by the ministerial decision of 2.04.1935, was finally determined by capitalization from the extraordinary reserve of 14,600,000 drachmas to twenty-nine million two hundred thousand (29,200,000) divided into twenty-nine thousand shares of a nominal value of one thousand (1,000) drachmas each, fully paid in accordance with the relevant decision of the General Meeting of 2.08.1940, approved by the ministerial decision of 19.12.1940 No. 90093.
3. This capital, adjusted according to the provisions of R.D. of 14.11.1956 "on the adjustment of the balance sheets of Societes Anonymes" in combination with Law 2824/1954, amounted, according to the accounting statement of 1.01.1957, in 16,924,320 drachmas, divided into 29,200 shares with a nominal value of drachmas 579.60 each and is fully paid in cash and in kind.
4. Subsequently, the capital of the Company was increased following a decision of the Ordinary General Meeting of the shareholders of 20.11.1967, in the amount of 33,848,640 drachmas, by issuing 58,400 new anonymous shares of nominal value, each 579.60 drachmas paid in full. Thus the share capital of the Company amounts to 50,772,960 drachmas, fully paid in cash and in kind contributions and is divided into 87,600 anonymous shares with a nominal value of each drachma 579 and 60/100.
5. Subsequently, following a decision of the annual Ordinary General Meeting of shareholders of June 30, 1971, the share capital of the Company was reduced by 11,790,960 drachmas by reducing the nominal value of each share by 134.60 drachmas from 579.60 to 445. Thus the share capital of the Company amounts to 38,982,000 drachmas, fully paid in cash and in kind contributions and divided into 87,600 anonymous shares with a nominal value of 445 drachmas each.
6. Following a decision of the Extraordinary General Meeting of Shareholders of October 22, 1973, the share capital of the Company was reduced by 11,212,800 drachmas, ie from 38,982,000 drachmas to 27,769,200 drachmas, by reducing the nominal value of each share by 128 drachmas, ie from 445 drachmas to 317 drachmas. Thus the share capital of the Company amounts to 27,769,200 drachmas fully paid in cash and in kind contributions and divided into 87,600 anonymous shares with a nominal value of 317 drachmas each.
7. Subsequently, following a decision of the General Meeting of Shareholders of October 30, 1974, the share capital of the Company was increased by 37,930,800 drachmas by capitalization in accordance with the provisions of E.L. 148/67 and L.D. 1314/72 equal amount of the goodwill of the fixed assets of the Company and amounted to 65,700,000 drachmas. By the same decision of the General Meeting it was decided at the same time that this share capital be divided into 657,000 anonymous shares with a nominal value of each 100 drachmas. Thus the share capital of the Company amounts to 65,700,000 drachmas fully paid in cash, through contributions in kind and by capitalization of the goodwill of the fixed assets of the Company and is divided into 657,000 anonymous shares with a nominal value of each

share of 100 drachmas.

8. After that, pursuant to Law 1249/1982 and by decision of the General Meeting of Shareholders of October 25, 1982, the share capital of the Company was increased by one hundred and two million four hundred ninety-two thousand (102,492,000) by capitalization of a) of the amount of 102,247,752 drachmas, ie the resulted by the above law goodwill due to the revaluation of the Company's buildings and land, and b) 244,248 drachmas by payment of the shares in cash. The increase of capital share by capitalization of this amount of 102,492,000 drachmas was made by increasing the nominal value of each share by 156 drachmas which already amounts to 256 drachmas. Thus the share capital of the Company amounts to one hundred and sixty eight million one hundred and ninety two thousand (168,192,000) fully paid according to the above and is divided into 657,000 anonymous shares with a nominal value of 25 drachmas each.

9. The share capital of 168,192,000 drachmas of the Company was reduced by the decision of the Ordinary General Meeting of shareholders of 27.6.1991 by 102,492,000 drachmas with a corresponding reduction of the nominal value of the share from 256 drachmas to 100 drachmas. The same General Meeting decided to increase the share capital by 197,100,000 drachmas in cash and by issuing 1,971,000 new anonymous shares with a nominal value of 100 drachmas each. Thus, the share capital of the Company currently amounts to 262,800,000 drachmas and is divided into 2,628,000 shares with a nominal value of each 100 drachmas.

10. Following a decision of the Extraordinary General Meeting of the Company's shareholders of March 19, 1992, the share capital of the Company of two hundred and sixty two million eight hundred thousand (262,800,000) drachmas was increased by 262,800,000 drachmas with the issuance of 2,628,000 anonymous shares with a nominal value of 100 drachmas each, which were offered to the shareholders at a price of 300 drachmas each. Thus the share capital amounts to 525,600,000 drachmas and is divided into 5,256,000 shares with a nominal value of 100 drachmas each share. The amount of 525,600,000 drachmas in excess of the nominal value was transferred to a reserve from the issuance of shares at a premium.

11. Following a decision of the Ordinary General Meeting of shareholders of May 21, 1993, the share capital of the Company increased by 1,576,800,000 drachmas with the issuance of 15,768,000 anonymous shares with a nominal value of 100 drachmas each, which were offered to the shareholders at the price of 500 drachmas. Thus, the share capital amounts to 2,102,400,000 drachmas and is divided into 21,024,000 shares with a nominal value of 100 drachmas per share. The amount in excess of the nominal value of 6,307,200,000 drachmas was put in reserve from the issuance of shares at a premium.

12. Following a decision of the Ordinary General Meeting of April 28, 1995, the share capital of the Company was increased by 525,600,000 drachmas with the issuance of 5,256,000 anonymous shares with a nominal value of 100 drachmas each, which were offered at the price of 900 drachmas per share. Thus the share capital amounts to 2,628,000,000 drachmas and is divided into 26,280,000 shares with a nominal value of 100 drachmas per share. The amount in excess of the nominal value of 4,204,800,000 drachmas, was put in reserve from the issuance of shares at a premium.

13. Following a decision of the Ordinary General Meeting of May 2, 1997, the share capital of the Company was increased by 525,600,000 drachmas with the issuance of 5,256,000 anonymous shares with a nominal value of 100 drachmas each, which were offered at a price of 1,550 drachmas per share. Thus, the share capital amounts to 3,153,600,000 drachmas and is divided into 31,536,000 shares with a nominal value of 100 drachmas per share. The amount in excess of the nominal value of 7,621,200,000 drachmas was put in reserve from the issuance of shares at a premium.

14. Following a decision of the Ordinary General Meeting of March 23, 1998, the share capital of the Company was increased by 630,720,000 drachmas with the issuance of 6,307,200 anonymous shares with a nominal value of 100 drachmas each, which were offered at the price of 3,200 drachmas per share. Thus, the share capital amounts to 3,784,320,000 drachmas and is divided into 37,843,200 shares with

a nominal value of 100 drachmas per share. The amount in excess of the nominal value of 19,552,320,000 drachmas was put in reserve from the issuance of shares at a premium.

15. Following a decision of the Extraordinary General Meeting of 27 August 1998, the Share Capital of the Company was increased by 3,784,320,000 drachmas with capitalization of reserves at a premium of the Company with the issuance of 37,843,200 new anonymous shares of nominal value 100 drachmas. Thus the Share Capital amounts to 7,568,640,000 drachmas and is divided into 75,686,400 shares with a nominal value of 100 (one hundred) drachmas per share.

16a. Following a decision of the Extraordinary General Meeting of October 14, 1999, the share capital of the Company was increased by 756,864,000 drachmas with capitalization of reserves at a premium, with the issuance of 7,568,640 new anonymous shares with a nominal value of 100 drachmas. Thus the share capital amounts to 8,325,504,000 drachmas and is divided into 83,255,040 shares with a nominal value of one hundred (100) drachmas per share.

16b. Following a decision of the Extraordinary General Meeting of October 14, 1999, the share capital of the Company was increased by 756,864,000 drachmas with the issuance of 7,568,640 anonymous shares with a nominal value of one hundred (100) drachmas each, which were offered in cash at the price of 3,200 drachmas per share. Thus the share capital amounts to 9,082,368,000 drachmas and is divided into

90.823.680 shares with a nominal value of 100 (one hundred) drachmas per share. The amount in excess of the nominal value of 23,462,784,000 drachmas was put in reserve from the issuance of shares at a premium.

16c. Following a decision of the Extraordinary General Meeting of October 14, 1999, the share capital of the Company was increased by 1,335,000,000 drachmas with the issuance of 13,350,000 anonymous shares with a nominal value of one hundred (100) drachmas each, which were offered in cash by private placement at the price of 3,200 drachmas per share. Thus, the share capital amounts to 10,417,368,000 drachmas and is divided into 104,173,680 shares with a nominal value of 100 (one hundred) drachmas per share. The amount in excess of the nominal value of 41,385,000,000 drachmas was put in reserve from the issuance of shares at a premium.

17. Following a decision of the Ordinary General Meeting of June 29, 2001, the share capital of the Company was increased by 21,530,095,314 drachmas with capitalization of reserves from the issuance of shares at a premium and increase of the nominal value of the share from 100 drachmas to 306.675 drachmas. Thus the share capital amounts to 31,947,463,314 drachmas and is divided into 104,173,680 common anonymous shares with a nominal value of 306,675 drachmas per share.

18. Following a decision of the Ordinary General Meeting of June 29, 2001, the share capital of the Company and the nominal value of each share were converted into Euros.

Thus the share capital amounts to 31,947,463,314 drachmas or 93,756,312 Euros and is divided into 104,173,680 common anonymous shares of nominal value 306,675 drachmas or 0.90 Euros per share.

19. Following a decision of the Ordinary General Meeting of May 17, 2006, the share capital of the Company increased by 31,252,104 Euros with an increase in the nominal value of each share from 0.90 Euros to 1.20 Euros with a capitalization of part of the reserve "difference from issuance of shares at a premium" and decreased by 62,504,208 Euros with a reduction of the nominal value of each share from 1.20 Euros to 0.60 Euros, ie by 0.60 Euros per share.

Thus, the share capital of the Company amounts to 62,504,208 Euros and is divided into 104.173.680 intangible, common anonymous shares, with a nominal value of 0.60 Euros per share.

20. Following a decision of the Extraordinary General Meeting of 12 February 2008, it was decided to convert the Company's shares from anonymous to registered. Following the above conversion, the share capital of the Company amounts to 62,504,208 Euros and is divided into 104.173.680 intangible common registered shares, with a nominal value of 0.60 Euros per share.

21. The Extraordinary General Meeting of Shareholders of 02.12.2008 approved the merger, according to the provisions of articles 68 (par. 2) - 77a and 78 of cod. law 2190/1920, of articles 1-5 of law 2166/1993

and in general of the commercial legislation as in force, with the absorption of BLUE STAR SHIPPING SOCIETE ANONYME and of the 100% subsidiary SUPERFAST FERRIES SHIPPING SOCIETE ANONYME by ATTICA HOLDINGS SOCIETE ANONYME and decided on, simultaneously and in parallel:

a) increase of the share capital of the Company, a1) by the amount of the contributed share capital of BLUE STAR SHIPPING SOCIETE ANONYME amounting to one hundred five million euros (105,000,000 Euros) minus the amount of minus the amount of fifty-one million two hundred and thirty-five thousand euros (51,235,000 Euros) which corresponds to the nominal value of the canceled shares of BLUE STAR SHIPPING SOCIETE ANONYME held by the Company, ie a net share capital increase of fifty-three million seven hundred sixty-five thousand euros (53,765,000 Euros), a2) by the amount of one million two hundred and seventy thousand one hundred and sixty three euros (1,270,163 Euros) with the capitalization of reserve at a premium, to round the nominal value of the share.

b) change of the nominal value of each share of the Company from sixty cents (0.60 Euros) to eighty-three cents (0.83 Euros).

c) issuance of thirty seven million four hundred forty thousand twenty (37,440,020) intangible common registered shares, with a nominal value per share of eighty three cents (0.83 Euros), which it will distribute to the shareholders of the acquired company BLUE STAR SHIPPING SOCIETE ANONYME in accordance with the exchange relationship defined in the Draft Merger Agreement dated 15.10.2008 and approved on 02.12.2008 by the Extraordinary General Meeting of the Company's Shareholders.

Following this, the total amount of the share capital increase amounts to fifty-five million thirty-five thousand one hundred sixty-three euros (55,035,163 Euros) and the paid-up share capital of the Company will amount to a total of one hundred and seventeen million five hundred thirty-nine thousand three hundred and seventy-one euros (117,539,371 Euros), divided into 141,613,700 intangible common, registered voting shares, of a new nominal value of 0.83 Euros each.

22. Following a decision of the Extraordinary General Meeting of November 25, 2009, the share capital of the Company increased by eighteen million eight hundred six thousand two hundred ninety-nine euros and thirty-six cents (18,806,299.36 Euros), in cash, with a right of pre-emption of the old shares, with the issuance of twenty-two million six hundred fifty-eight thousand one hundred ninety-two (22,658,192) new registered shares, with a nominal value of each eighty-three cents (0.83 Euros).

Following this, the share capital of the Company amounts to one hundred thirty-six million three hundred forty-five thousand six hundred seventy euros and thirty-six cents (136,345,670.36 Euros), divided into one hundred sixty-four million two hundred seventy-one thousand eight hundred ninety-two (164,271,892) intangible, common, registered voting shares, with a nominal value of eighty-three cents (0.83 Euros) each.

23. Following a decision of the Board of Directors of the Company of 18 January 2010, the payment was certified, from the above share capital increase, of only the amount of seventeen million two hundred seventy-two thousand five hundred forty-nine euros (euro 17,272,549), which is equivalent to twenty million eight hundred ten thousand three hundred (20,810,300) new common registered shares, with a nominal value of each eighty-three cents (€ 0.83).

Subsequently, the share capital of the Company amounts to one hundred thirty-four million eight hundred eleven thousand nine hundred twenty euros (134,811,920 Euros), divided into one hundred and sixty-two million four hundred twenty-four thousand (162,424,000) intangible, common, registered voting shares, with a nominal value of eighty-three cents (0.83 Euros) each.

24. Following a decision of the Extraordinary General Meeting of 29 November 2010, the share capital of the Company was increased by twenty-four million two hundred sixty-six thousand one hundred forty-five euros and sixty cents (€ 24,266,145.60), in cash, with a right of pre-emption of the old shares, with the issuance of twenty-nine million two hundred thirty-six thousand three hundred twenty (29,236,320)

new registered shares, with a nominal value of eighty-three cents (0.83 Euros) each.

Subsequently, the share capital of the Company amounts to one hundred and fifty nine million seventy eight thousand sixty five euros and sixty cents (€ 159,078,065.60), divided into one hundred and ninety one million six hundred sixty thousand three hundred twenty (191,660,320) intangible, common, registered voting shares, with a nominal value of eighty-three cents (0.83 Euros) each.

25. Following a decision of the Extraordinary General Meeting of November 2, 2011 the share capital of the Company was reduced by one hundred one million five hundred seventy nine thousand nine hundred sixty nine euros and sixty cents (€ 101,579,969.60), with a decrease of each nominal value from eighty three cents (€ 0.83) to thirty cents (€ 0.30) according to article 4 paragraph 4a of cod. law 2190/1920 as in force, by creating an equal amount of special reserve.

Subsequently, the share capital of the Company amounts to fifty seven million four hundred ninety eight thousand ninety six euros (€ 57,498,096), divided into one hundred and ninety one million six hundred sixty thousand three hundred twenty (191,660,320) intangible, common, registered voting shares, with a nominal value of thirty cents (€ 0.30) each.

26. Following a decision of the Extraordinary General Meeting of November 2, 2011, the share capital of the Company was increased by twenty-four million four hundred thirty-six thousand six hundred ninety euros and eighty cents (€ 24,436,690.80) in cash, with a right of pre-emption of the old shares, with the issuance of eighty-one million four hundred fifty-five thousand six hundred thirty-six (81,455,636) new common registered shares, with a nominal value of thirty cents (€ 0.30) each.

Subsequently, the share capital of the Company amounts to eighty-one million nine hundred thirty-four thousand seven hundred eighty-six euros and eighty cents (€ 81,934,786.80), divided into two hundred and seventy-three million one hundred and fifteen thousand nine hundred and fifty-six (273,115,956) intangible, common, registered voting shares, with a nominal value of thirty cents (€ 0.30) each.

27. Following a decision of the Board of Directors of 20 December 2012, which was taken in accordance with article 11 par. 5 of Law 2190/1920, the share capital of the Company is returned to the amount before the decision of the Extraordinary General Meeting of November 2, 2011 regarding the increase, due to its non-completion within the period provided by article 11 par. 3 and 4 of Law 2190/1920.

Subsequently, the share capital of the Company amounts to fifty seven million four hundred ninety eight thousand ninety six euros (€ 57,498,096), divided into one hundred and ninety one million six hundred sixty thousand three hundred twenty (191,660,320) intangible, common, registered voting shares, with a nominal value of thirty cents (€ 0.30) each.

28. Following a decision of the Ordinary General Meeting of June 26, 2018 the share capital of the Company increased by seven million two hundred forty three thousand six hundred fifty six euros and ninety cents (€ 7,243,656.90) with capitalization of receivables and abolition of the right of pre-emption of the old shares with the issuance of twenty-four million one hundred forty-five thousand five hundred twenty-three (24,145,523) new common registered shares, with a nominal value of thirty cents each (€ 0.30) one euro and eighty cents (€ 1.80) per share.

Subsequently, the share capital of the Company amounts to sixty four million seven hundred forty one thousand seven hundred fifty two euros and ninety cents (€ 64,741,752.90), divided into two hundred fifteen million eight hundred five thousand eight hundred forty three (215,805,843) intangible, common, registered voting shares, with a nominal value of thirty cents (€ 0.30) each.

29. Following a decision of the Ordinary General Meeting of September 8, 2022 the share capital of the Company increased by ten million seven hundred ninety thousand two hundred ninety two euros and fifteen cents (€ 10,790,292.15) with capitalization of part of the special reserve "difference from issuance of shares at a premium" with an increase of the nominal value of each share from 0.30 Euros to 0.35

Euros and a concurrent reduction of the Company's share capital by ten million seven hundred ninety thousand two hundred ninety two euros and fifteen cents (€ 10,790,292.15) with a decrease of the nominal value of each share from 0.35 Euros to 0.30 Euros, and return of the amount of the above described reduction to the shareholders.

Subsequently, the share capital of the Company amounts to sixty four million seven hundred forty one thousand seven hundred fifty two euros and ninety cents (€ 64,741,752.90), divided into two hundred fifteen million eight hundred five thousand eight hundred forty three (215,805,843) intangible, common, registered voting shares, with a nominal value of thirty cents (€ 0.30) each.

30. The Extraordinary General Meeting of shareholders held on 22.11.2023, approved the merger with absorption of the société anonyme under the name "ANEK LINES SA", in accordance with the provisions of Law 4601/2019, Law 4548/2018, P.D. 1297/1972, as well as the Greek legislation in general, and decided:

- a) the increase of the Company's share capital by the amount of eight million two hundred seven thousand five hundred five euros (€8,207,505) through the contribution of the appraised net assets of "ANEK LINES SA",
- b) the issuance of twenty-seven million three hundred fifty-eight thousand three hundred fifty (27,358,350) new registered, intangible, common, voting shares with a nominal value of thirty cents (€0.30) each, above par, which are offered to the shareholders of "ANEK LINES SA" .

Subsequently, the share capital of the Company amounts to seventy-two million nine hundred forty-nine thousand two hundred fifty-eight euros (€72,949,258), divided into two hundred forty-three million one hundred sixty-four thousand one hundred ninety-three (243,164,193) intangible, common, registered voting shares, with a nominal value of thirty cents (€0.30) each.

## **Article 6**

### **SHARES - SHAREHOLDERS**

1. The shares of the Company are registered and intangible.
2. In relation to the Company, a person is considered a shareholder when they are registered in the Intangible Securities System, managed by the company "Hellenic Central Securities Depository SA" and when they are identified as such through the registered intermediaries.
3. The transfer of the shares is done with a relevant registration in the system where they are kept, in accordance with the relevant provisions in force at the time.
4. The time of issuance of the shares is considered the time of their registration in the Intangible Securities System, managed by the company "Hellenic Central Securities Depository SA".
5. Voting rights on pledge and usufruct of shares:
  - a) Unless otherwise agreed, in case of usufruct or pledge on shares, the voting right at the General Meeting is exercised by the usufructuary or the pledgor.
  - b) The person of the previous paragraph is also entitled to exercise the other non-property rights of the shareholder.
6. Each shareholder, wherever they reside, are considered regarding their relations with the Company, that they have as legal residence, its registered office and are subject to the jurisdiction of the courts of the registered office of the Company.

**Article 7**  
SHAREHOLDERS' RIGHTS AND OBLIGATIONS

1. The capacity of a shareholder implies the legal, ex officio and unrestricted exercise of all rights and the assumption of all obligations arising from the legislation of public limited companies, the provisions of these Articles of Association, the decisions of the General Meeting of shareholders and the decisions of the Board of Directors, which are taken within the framework of their jurisdiction and the law.
2. The shareholders exercise their rights related to the management of the Company, only by participating in the General Meeting.
3. Each share provides a right of ownership in the assets of the Company and the distribution of its profits in proportion to the total number of shares issued.
4. Each share carries the right to vote at the General Meeting. In the case of joint ownership of a share, the right of joint owners must be exercised by only one common representative.

**Article 8**  
OWN SHARES

The Company may acquire its own shares, either itself or through a person acting in its name and/or on its behalf, as defined by law.

**Article 9**  
SHARE CAPITAL INCREASE

1. The increase of the share capital of the Company is carried out by amending article 5 of these articles of association and a decision of the General Meeting is required, which decides with an increased quorum and majority (regular increase). An increase of the share capital can be done by the Board of Directors, with the power granted to it by the General Meeting, for a period not exceeding five years, according to article 24 of Law 4548/2018 (extraordinary increase). In the event of an extraordinary increase, the capital may be increased by an amount that may not exceed three times the capital that exists on the date that the power to increase the capital was granted to the Board of Directors. In each case of increase, the decision of the competent body is submitted to the publicity of article 13 of law 4548/2018. The share capital increase is allowed to be done by issuing redeemable shares, in accordance with the provisions of article 39 of law 4548/2018.
2. In any case of capital increase, the decision of the competent body of the Company must indicate at least the amount of the increase, the manner and term of its coverage, the number and type of shares to be issued, their nominal value and offering price.
3. In the context of the regular capital increase, the General Meeting may, with the decision for the increase, authorize the Board of Directors to determine the offering price of the new shares, or, upon issuance of preferred shares with the right to receive interest, the interest rate and way of calculating it. The duration of the authorization is determined in the relevant decision of the General Meeting and can not exceed one (1) year. If the above authorization is granted to the Board of Directors, the term for payment of the capital according to article 20 of law 4548/2018 starts from the decision of the Board of Directors which determines the offering price of the shares or the interest rate or the way of determining it. The authorization is submitted in the publicity formalities of article 13 of law 4548/2018.



**Article 10**  
**RIGHT OF PRE-EMPTION**

1. In any case of increase of the share capital (including increases with contributions in kind), as well as in case of issuance of bonds with the right of conversion into shares, the right of pre-emption is granted in the whole new capital or the bond loan, in favor of the existing shareholders at the time of issuance, depending on their participation in the existing capital. If the Company has issued shares of several classes, in which the voting or participation rights in the profits or the distribution of the liquidation product are different from each other, it is possible to increase the capital with shares of only one of these classes. In this case, the right of pre-emption is granted to the shareholders of the other classes only after the shareholders of the class to which the new shares belong do not exercise the right.

2. The right of pre-emption is exercised within the deadline set by the body of the Company that decided the increase. This deadline, subject to compliance with the deadline for payment of capital, as defined in Article 20 of Law 4548/2018, can not be less than fourteen (14) days. In the case of the above par. 3 of article 9, the deadline for the exercise of the right of pre-emption does not begin before the decision of the Board of Directors for the determination of the offering price of the new shares or any interest rate. In the case of the last subparagraph of paragraph 1 of this article, the deadline for the exercise of the right by the other shareholders is set, similarly, by the body of the company that decided the increase. This deadline can not be less than ten (10) days and starts from the next day, during which the deadline for the shareholders of the class to which the new shares belong expires.

3. In the event that the body of the Company that decided the capital increase has failed to set a deadline for the exercise of the right of pre-emption, this deadline is set by a decision of the Board of Directors, within the time limits provided by article 20 of the Law 4548/2018, as applicable at the time.

4. After the expiration of the above deadlines, the shares that have not been taken over, according to the above, are available by the Board of Directors of the Company at its discretion at a price not lower than the price paid by the existing shareholders. In any case, the body that decided the increase and in any case the Board of Directors that has the remaining shares, according to the previous paragraph, may give priority to the shareholders who have already exercised the right of pre-emption, as well as to other persons who generally hold securities convertible into shares.

5. The invitation for the exercise of the right of pre-emption, in which it is obligatorily mentioned and the deadline within which this right must be exercised, is submitted with the diligence of the Company to the publicity of article 13 of law 4548/2018. Without prejudice to paragraph 2 of article 25 of Law 4548/2018, the invitation and the notification of the deadline for exercising the right of pre-emption, according to the above, can be omitted, if the General Meeting was attended by shareholders representing the entire capital and received knowledge of the deadline set for the exercise of the right of pre-emption or stated their decision on whether or not to exercise the right of pre-emption by them. The publication of the invitation may be replaced by a registered letter "upon proof".

6. With a decision of the General Meeting taken in accordance with the provisions of article 27 of Law 4548/2018, the right of pre-emption of the above par. 1 can be limited or excluded. In order to take this decision, the Board of Directors is obliged to submit to the General Meeting a written report stating the reasons for the restriction or abolition of the right of pre-emption and justifying the price or the minimum price proposed for the issuance of the new shares. The relevant report of the Board of Directors and the decision of the General Meeting are submitted to the publicity of article 13 of law 4548/2018. There is no exclusion from the right of pre-emption within the meaning of this paragraph, when the shares are taken over by credit institutions or investment firms, which are entitled to accept securities for safekeeping, to be offered to shareholders in accordance with the above paragraph 1 of this Article. Also, there is no exclusion from the right of pre-emption, when the capital increase aims at the participation of the staff in the capital of the Company according to articles 113 and 114 of law 4548/2018.

7. The capital may be increased partly by cash contributions and partly by in-kind contributions. In this case, a provision of the body deciding on the increase whereby shareholders making contributions in

kind do not also participate in the increase by means of cash contributions, does not constitute an exclusion of the right of pre-emption if the proportion of the value of the contributions in kind in relation to the total increase, is at least equal to the proportion of the capital held by the shareholders making those contributions. In case of capital increase with contributions partly in cash and partly in kind, the value of the contributions in kind must have been valued, according to articles 17 and 18 of Law 4548/2018, before making the relevant decision.

#### **Article 11** SECURITIES ISSUED

1. The Company may issue the following types of securities:
  - a) Shares, including but not limited to ordinary shares, preferred shares with or without voting rights, redeemable shares.
  - b) Bonds, common bonds, exchangeable bonds, convertible bonds, bonds with the right to participate in the profits.
  - c) Warrants.
  - d) Other securities which are provided by special provisions of Law 4548/2018.
2. The above securities may be issued in separate classes, as defined by law or decided by the body responsible for their issuance. The Company may issue securities of the same class in successive series over time.
3. In the event that several types or classes of securities are issued at the same time, the conditions for their issuance may provide that the acquisition of a security of one type or class is permitted only if a certain number of issued securities of another type or class are acquired simultaneously.

### **CHAPTER C** **REPRESENTATION OF THE COMPANY** **BOARD OF DIRECTORS**

#### **Article 12** COMPOSITION AND TERM OF OFFICE OF THE BOARD OF DIRECTORS

1. The Company is governed by a Board of Directors, consisting of three (3) to eleven (11) members elected by the General Meeting for three years. A member of the Board of Directors can also be a legal person, under the terms and conditions of article 77 par. 4 of Law 4548/2018.
2. The term of office of the members of the Board of Directors starts from the day of their election and is extended until the expiry of the period within which the next ordinary General Meeting following the expiry of their term of office must be convened and until a decision is taken.
3. The Directors are always eligible for re-election and freely revocable.

#### **Article 13** FORMATION OF THE BOARD OF DIRECTORS

After each election, the new Board of Directors meets immediately and elects from its members for its entire term of office the Chairman and their Deputy, the Vice Chairman as well as the Managing Director and if deemed necessary an Executive Director. The Chairman or, in the event of their incapacity or absence, their Deputy shall chair the meetings of the Board and direct its work.

**Article 14**  
CONVOCAATION OF THE BOARD OF DIRECTORS

1. The Board meets validly at the registered office of the Company but may also meet outside the registered office in any Municipality of the Attica Region. In any case, the Board of Directors meets validly outside its registered office in another place, in Greece or abroad, provided that all its members are present or represented at this meeting and no one objects to the holding of the meeting and the decision-making.
2. The Board of Directors is convened in accordance with the provisions of article 91 of Law 4548/2018.
3. The Board of Directors may meet by teleconference. In this case, the invitation to the members of the Board includes the necessary information for their participation in the meeting. In any case, each member of the Board of Directors may request that the meeting be held by teleconference with them, if they reside in a country other than the one where the meeting is held or if there is another important reason, in particular illness or disability.

**Article 15**  
REPRESENTATION OF MEMBERS - QUORUM - MAJORITY

1. A Director who is absent or indisposed may be represented by another Director. Each Director may validly represent only one Director who is absent provided they are authorized by special order.
2. The Board of Directors is in quorum and meets validly, when more than half plus one of the Directors are present or represented, but in no case shall the number of Directors present in person be less than three (3). In order to find the quorum number, any resulting fraction is omitted.
3. The decisions of the Board of Directors are taken by an absolute majority of the Directors present and those who are represented. In case of a tie, the vote of the Chairman of the Board of Directors shall prevail.

**Article 16**  
REPLACEMENT OF A MEMBER OF THE BOARD OF DIRECTORS

1. In case of resignation or death or in any other way of losing the status of member or members of the Board of Directors, the Board of Directors may elect members to replace the missing members. This election is allowed if the replacement of the above members is not possible by alternate members, who have been elected by the General Meeting or appointed by a shareholder or shareholders, according to article 81 of Law 4548/2018. The election by the Board of Directors is made by decision of the remaining members, if there are at least three (3), and is valid for the remainder of the term of office of the replaced member. The decision of the election is made public and announced by the Board of Directors at the next General Meeting, which may replace the elected, even if no relevant item is on the agenda.
2. In any case, the remaining members may continue the management and representation of the Company without replacing the missing members in accordance with the previous paragraph, provided that their number exceeds half of the members as they were before the occurrence of the above facts. In any case these members may not be less than three (3).
3. The remaining members of the Board of Directors, regardless of their number, may convene a General Meeting with the sole purpose of electing a new Board of Directors.

**Article 17**  
COMPETITION

1. It is prohibited for the members of the Board of Directors who participate in any way in the management of the Company and its Directors to carry out, without the permission of the General Meeting, on their own behalf or on behalf of third parties, acts that fall within the purposes of the Company, as well as to participate as general partners or as sole shareholders or partners in companies pursuing such purposes.

2. In case of culpable violation of the above provision, the Company has the rights provided in article 98 of Law 4548/2018.

**Article 18**  
REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS– REMUNERATION POLICY

1. The members of the Board of Directors are entitled to receive remuneration or other benefits, in accordance with the law and the provisions of the Remuneration Policy established by the Company according to the provision of article 110 of law 4548/2018.

2. The remuneration to members of the Board of Directors may also consist of a participation in the profits of the financial year.

3. Remuneration to members of the Board of Directors for services to the Company based on a special relationship, as indicatively, from an employment contract, project or mandate is paid with the conditions of articles 99 to 101 of Law 4548/2018.

4. The General Meeting may allow an advance payment of remuneration for the period until the next Ordinary General Meeting. The advance payment of the remuneration is subject to its approval by the next regular General Meeting.

**Article 19**  
POWERS – RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. The Board of Directors has the administration and management of corporate affairs. They decide on all general issues concerning the Company and carry out every action within the nature and framework of its purpose with the exception of decisions, acts and actions that by law or by these Articles of Association belong to the exclusive competence of the General Meeting.

Inter alia : **a.** it represents the Company before the Courts and before any other authority and administers the oaths imposed on the Company by the Chairman or Deputy Chairman or Vice Chairman or the Managing Director or the Executive Director or in accordance with paragraph 4 hereof and by any other person, whether or not an employee of the Company, appointed by the Board for this purpose **b.** it regulates the internal and external operation of the Company, identifies and controls every expense related to its operation and appoints and terminates its staff **c.** decides on the execution of projects or the action of procurement **d.** it enters into purchases, sales, exchanges, mortgages, pledges or leases of real estate or movable property and in general any agreements, assigns receivables of the Company, accepts the assignment of other receivables, accepts and grants guarantees from, to and for the benefit of any third party for the advancement of the corporate purpose and generally assumes all obligations for the Company **e.** it determines the respective use of available funds, contracts, compromises, enters into agreements, appoints arbitrators, decides on the bringing of litigations, appeals, acceptance of judgments, waivers of all or part of lawsuits, the registration, elimination or removal of mortgages, attachments and foreclosures, and the termination of lawsuits relating to all interests of the Company **f.** it provides general or partial power of attorney to as many persons as it deems, appoints the Company's lawyers and provides them with legal power of attorney **g.** It submits to the General Meeting proposals

for the increase of the share capital or for its reduction, the extension of the duration of the Company, its transformation into another and in any form (type) of Company, its merger with another, as well as for its dissolution before the time of its conventional duration. **h.** It issues common bond loans as well as bond loans in accordance with the provisions of Law 3156/03 and as the relevant provisions will apply in each case.

2. The above list of the rights of the Board of Directors is not restrictive but merely indicative.
3. The Company is represented in the courts and out of court by the Board of Directors based on its representation as determined.
4. The Board of Directors has the right to assign to one or more of its members or other persons the management of the Company and its representation in general or for only a certain type of operations or for a certain act. The Board of Directors may also assign the internal control of the Company to one or more persons, who are not members. Such persons may further delegate the exercise of the powers conferred on them or part thereof to other members or third parties.
5. By decision of the Board of Directors, an executive committee may also be set up and assigned certain powers or duties of the Board of Directors. The composition, responsibilities, duties and manner of decision-making of the executive committee, as well as any issue related to its operation are regulated by the decision of the Board of Directors regarding its composition.
6. The powers of the persons, to whom the Board of Directors entrusts the exercise of the rights according to the previous paragraph, are determined by the relevant decisions of the Board of Directors.

## **Article 20**

### **MINUTES OF THE BOARD OF DIRECTORS**

1. The deliberations and decisions of the Board of Directors are summarized in a special book, which can also be kept electronically. At the request of a member of the Board of Directors, the Chairman is obliged to record in the minutes a summary of the opinion of this member. The Chairman has the right to refuse to register an opinion, which refers to issues evidently off the agenda, or its content is clearly contrary to good morals or the law. This book also records a list of the members present or represented at the meeting of the Board of Directors.
2. The minutes of the Board of Directors are signed by the present members. In case of refusal to sign by a member, a relevant mention is made in the minutes. Copies of the minutes shall be formally issued by the Chairman or another person designated for this purpose by the Articles of Association or by the Board of Directors, without the need for further ratification.
3. The preparation and signing of minutes by all members of the Board of Directors or their representatives is equivalent to a decision of the Board of Directors, even if no previous meeting has taken place. This arrangement also applies if all directors or their representatives agree to have their majority decision recorded in minutes, without a meeting. The relevant minutes are signed by all Directors.
4. The signatures of the Directors or their representatives may be replaced by the exchange of messages by e-mail or other electronic means.
5. The minutes drawn up in accordance with paragraphs 3 and 4 of this Article shall be entered in the minutes book.

## **CHAPTER D GENERAL MEETING OF SHAREHOLDERS**

### **Article 21**

#### VALIDITY OF THE DECISIONS OF THE GENERAL MEETING

The General Meeting of Shareholders is the supreme body of the Company and is entitled to decide on each corporate case. Its decisions also bind the absent or dissenting shareholders.

### **Article 22**

#### CONVOCAATION OF GENERAL MEETING

1. The General Meeting must meet at the registered office of the Company or in the region of another municipality within the prefecture of the registered office or another municipality adjacent to the registered office, at least once every corporate year no later than the tenth (10th) calendar day of the ninth month after the end of the corporate year, in order to decide on the approval of the annual financial statements and on the election of auditors (Ordinary General Meeting). The Ordinary General Meeting may decide on any other matter within its competence.
2. Without prejudice to paragraph 2 of article 121 of Law 4548/2018, the General Meeting convenes extraordinarily whenever the Board of Directors deems this expedient or necessary (Extraordinary General Meeting).
3. The General Meeting convened to amend the articles of association or to take decisions, which require an increased quorum and majority (Statutory General Meeting), may be regular or extraordinary.

### **Article 23**

#### INVITATION FOR GENERAL MEETING

1. The General Meeting is convened by the Board of Directors. The General Meeting can be convened at the request of the minority, in accordance with article 141 of Law 4548/2018. The auditor of the Company also has the right to request the convocation of a General Meeting upon their request to the Chairman of the Board of Directors, in accordance with the provisions of law.
2. The invitation to the General Meeting shall include at least the exact address, date and time of the meeting, the items on the agenda clearly, the shareholders entitled to participate, as well as precise instructions on how the shareholders will be able to participate in the General Meeting and exercise their rights in person or by proxy or, where appropriate, remotely.
3. In addition to what is stated in the previous paragraph, the invitation for the General Meeting: a) includes information on at least:
  - aa) the rights of the shareholders of paragraphs 2, 3, 6 and 7 of article 141 of Law 4548/2018, with reference to the deadline within which any right can be exercised, or alternatively, the final date by which these rights can be exercised. Detailed information about these rights and the conditions for exercising them should be available by explicitly referring to the invitation on the company website,
  - bb) the procedure for exercising the right to vote through a representative and in particular the forms used for this purpose by the Company, as well as the means and methods provided in the articles of association, according to paragraph 4 of article 128 of Law 4548/2018, for the Company to receive electronic notifications of appointment and revocation of representatives, and

cc) the procedures for the exercise of the right to vote by mail or by electronic means, if there is a case according to the provisions of articles 125 and 126 of Law 4548/2018,

b) determines the registration date, as provided in paragraph 6 of article 124 of Law 4548/2018, noting that only persons who are shareholders on that date have the right to participate and vote in the General Meeting,

c) notifies about the place where the full text of the documents and draft decisions, provided in paragraph 4 of article 123 of Law 4548/2018, are available, as well as the way in which they can be taken, and

d) states the address of the Company's website, where the information of paragraphs 3 and 4 of article 123 of Law 4548/2018 is available.

4. An invitation to convene a General Meeting is not required in the event that the Meeting is attended or represented by shareholders representing the entire capital and none of them objects to its holding and decision-making (Universal General Meeting).

5. With the exception of repeated meetings, the invitation to the General Meeting must be published at least twenty (20) full days before the day of the meeting.

6. The invitation of the General Meeting is published with its registration in the Company's Share in GEMI. In addition to the publication of the invitation in GEMI, the full text of the invitation is published within the deadline of paragraph 5 of this article and on the Company's website and is published within the same deadline, in a way that ensures quick and non-discriminatory access to it, by means that in the judgment of the Board of Directors are considered reasonably reliable, for the effective dissemination of information in the investment public, in particular through national and pan-European print and electronic media.

#### **Article 24**

##### **ELIGIBLE TO PARTICIPATE IN THE GENERAL MEETING - REPRESENTATION**

1. Every shareholder is entitled to participate and vote in the General Meeting of the Company. The exercise of these rights does not presuppose the commitment of the holder's shares or the observance of another similar procedure, which limits the possibility of selling and transferring them during the period between the registration date, as defined in paragraph 4 hereof, and at the relevant General Meeting. The shareholder participates in the General Meeting and votes either in person or through representatives. A representative acting for more than one shareholder may vote differently for each shareholder. Shareholders who are legal entities participate in the General Meeting through their representatives.

2. The shareholder may appoint a representative for a single General Meeting or for all meetings that take place within a certain time. The representative shall vote in accordance with the shareholder's instructions, if any, and shall file the voting instructions for at least one (1) year from the date of the General Meeting or, if the General Meeting is adjourned, from the date of the last reconvened Meeting at which the proxy was used. The non-compliance of the representative with the instructions they have received does not affect the validity of the decisions of the General Meeting, even if the vote of the representative was decisive for the achievement of the majority.

3. The shareholder representative is obliged to notify the Company, before the beginning of the General Meeting, of any specific event that may be useful to the shareholders in assessing the risk that the agent will serve interests other than those of the shareholder. For the purposes of this paragraph, a conflict of interest may arise, in particular when the representative:

a) is a shareholder who exercises control of the Company or is another legal person or entity controlled by that shareholder,

b) is a member of the Board of Directors or the general management of the Company or a shareholder who exercises control of the Company or of another legal person or entity controlled by a shareholder who exercises control of the Company,

c) is an employee or auditor of the Company or shareholder who exercises control of the Company or another legal person or entity controlled by a shareholder, who exercises control of the Company,

d) is a spouse or first degree relative of one of the natural persons mentioned in cases a to c.

The appointment and revocation or replacement of the shareholder's representative or proxy is made in writing or by electronic means and is notified to the Company in writing or by electronic means, at least forty eight (48) hours before the scheduled date of the General Meeting. The invitation of the General Meeting may specify one or more email addresses for notification by e-mail or other equivalent effective method of electronic notification of the appointment and revocation or replacement of a representative or proxy. Each shareholder can appoint up to three (3) representatives. However, if the shareholder holds shares of a Company, which appear in more than one securities account, this restriction does not prevent the shareholder from appointing different representatives for the shares appearing in each securities account in relation to a particular General Meeting. The granting of a proxy is freely revocable.

4. Anyone who appears as a shareholder in the records of the entity in which the Company's securities are held is entitled to participate in the General Meeting (initial meeting and reconvened). Proof of shareholder status is provided by submitting the relevant written confirmation from the aforementioned entity or, alternatively, by direct electronic connection of the Company to the records of the latter. The status of shareholder must exist at the beginning of the fifth day before the day of the initial meeting of the General Meeting (record date). The aforementioned record date also applies in the case of an adjourned or reconvened meeting, provided that the adjourned or reconvened meeting is not more than thirty (30) days from the record date. If this is not the case or if a new invitation is published for the case of a reconvened General Meeting, in accordance with the provisions of article 130 of Law no. 4548/2018, the person who has the shareholding status at the beginning of the third day prior to the day of the adjourned or reconvened General Meeting shall participate in the General Meeting. Proof of shareholder status can be provided by any legal means and in any case based on information received by the company from the central securities depository, if it provides registration services or through the participating and registered intermediaries in the central securities depository in any other case.

5. The shareholders who do not comply with the deadline of paragraph 3 of this article, may participate in the General Meeting, unless the General Meeting refuses this participation for a good reason that justifies its refusal.

## **Article 25**

### **SHAREHOLDERS' RIGHTS BEFORE THE GENERAL MEETING**

1. Ten (10) days before the Ordinary General Meeting, the Company makes available to the shareholders its annual financial statements, as well as the reports of the Board of Directors and the auditors. The Company fulfills this obligation by posting the relevant information on its website.

2. From the day of publication of the invitation for convening a General Meeting until the day of the General Meeting, at least the following information is posted on the Company's website:

a) the invitation to convene the General Meeting,

b) the total number of shares and voting rights that the shares incorporate at the date of the invitation, indicating separate totals by class of shares,

c) the documents to be submitted to the General Meeting,

d) a draft decision on each item on the proposed agenda or, if no decision has been proposed for approval, a comment from the Board of Directors on each item on that agenda and draft decisions proposed by the shareholders, immediately upon receipt by the Company.

e) the forms to be used for the exercise of the voting right by proxy or representative and, where



applicable, for the exercise of the voting right by mail, unless such forms are sent directly to each shareholder.

If for technical reasons, it is not possible to access the above data via the Internet, the Company points out on its website the manner of supplying the relevant forms in paper form and sends them free of charge to any shareholder who requests them.

#### **Article 26**

##### **SIMPLE QUORUM AND MAJORITY OF THE GENERAL MEETING**

1. The General Meeting is in quorum and meets validly on the issues of the agenda, when shareholders are present or represented in it, representing at least one fifth (1/5) of the paid-up capital.
2. If such a quorum is not achieved, the General Meeting shall reconvene within twenty (20) days from the date of the cancelled meeting, following at least ten (10) full days' notice. At such reconvened meeting, the General Meeting shall have a quorum and shall validly deliberate on the items on the original agenda, whatever the proportion of the paid-up capital represented at the meeting. No further invitation is required if the place and time of the reconvened meeting have already been fixed in the original invitation, provided that at least five (5) days elapse between the cancelled meeting and the reconvened meeting.
3. Subject to the next article, decisions of the General Meeting shall be taken by an absolute majority of the votes represented in it.

#### **Article 27**

##### **EXTRAORDINARY QUORUM AND MAJORITY OF THE GENERAL MEETING**

1. Exceptionally, the General Meeting is in quorum and meets validly on the items on the original agenda, when shareholders representing half (1/2) of the paid-up capital are present or represented in it, in order to make decisions regarding the change of the nationality of the Company, the change of the scope of its business, the increase of the shareholders' liabilities, the regular increase of the capital, unless required by law or made by capitalization of reserves, the reduction of the capital, unless it is made, in accordance with paragraph 5 of article 21 of Law No. 4548/2018 or paragraph 6 of Article 49 of Law No. 4548/2018, the change in the manner of distribution of profits, the merger, division, transformation, revival, extension of the duration or dissolution of the Company, the granting or renewal of authority to the Board of Directors to increase the capital, pursuant to paragraph 1 of article 24 of Law No. 4548/2018, as well as in any other case specified by law that the General Meeting decides with an increased quorum and majority.
2. If the quorum of the previous paragraph is not reached, the General Meeting is convened and meets again, within twenty (20) days from the date of the cancelled meeting, following an invitation of at least ten (10) full days in advance, and is in quorum and validly meets on the items on the original agenda when shareholders representing at least one fifth (1/5) of the paid-up capital are present or represented. No further invitation is required if the place and time of the reconvened meeting have already been fixed in the original invitation, provided that at least five (5) days elapse between the cancelled meeting and the reconvened meeting.
3. The decisions of this article are taken by a majority of two thirds (2/3) of the votes represented in the General Meeting.

## **Article 28**

### **CHAIRMAN-SECRETARY OF THE GENERAL MEETING**

1. The Chairman or, if they are prevented from attending, their Deputy or, if they are prevented from attending, the eldest of the members of the Board of Directors present shall temporarily chair the General Meeting of Shareholders. The duties of Secretary shall be temporarily performed by the person appointed by the Chairman.
2. After the declaration of the final list of those entitled to vote, the Meeting shall proceed to the election of its Chairman and a Secretary who shall also act as a scrutineer.

## **Article 29**

### **DELIBERATION TOPICS – MINUTES OF THE GENERAL MEETING**

1. The deliberations and decisions of the General Meeting are limited to the items included in the agenda published as indicated above. No deliberation of matters outside the agenda is permitted, except for amendments to the proposals of the Board of Directors and to proposals to convene another General Meeting, as well as in the cases provided for in Articles 82 par. 1 and 141 par. 2 of Law 4548/2018.
2. The deliberations and decisions taken during the General Meeting are recorded in a summary in a special book of minutes. At the request of a shareholder, the Chairman of the General Meeting is obliged to record in the minutes a summary of their opinion. The Chairman of the General Meeting has the right to refuse the registration of an opinion, if it refers to issues that are obviously out of the agenda or its content is clearly contrary to good morals or the law. A list of shareholders who were present or represented at the General Meeting is also registered in the same book.
3. The Company publishes on its website, under the responsibility of its Board of Directors, the results of the voting, within five (5) days at the latest from the date of the General Meeting, specifying for each decision at least the number of shares for which they were given valid votes, the proportion of the capital represented by these votes, the total number of valid votes, as well as the number of votes in favor and against each decision and the number of abstentions.
4. The minutes of the General Meeting shall be signed by the Chairman of the General Meeting and the Secretary or Secretaries. Copies and extracts of the minutes, which are to be brought before the courts or any other authority, shall be certified by the Chairman of the relevant General Meeting or, if they are prevented or absent, by the Chairman of the Board of Directors or their Deputy or the Managing Director or Executive Director and the Secretary of the General Meeting or the Company's representatives as determined by resolution of the Board of Directors.
5. In order for the General Meeting to take a valid decision on the financial statements approved by the Board of Directors, these statements must be signed by three different persons, namely: a) the Chairman of the Board of Directors or their Deputy, b) the Managing Director or an Executive Director and, if there is no such Director or if their capacity coincides with that of the above persons, by a member of the Board of Directors appointed by the Board of Directors and c) the legally responsible accountant, certified by the Hellenic Chamber of Commerce and Industry, holder of a Class A license for the preparation of financial statements. If the aforementioned persons disagree on the legality of the way in which the financial statements have been drawn up, the objections shall be submitted in writing to the General Meeting.

## **Article 30**

### **EXCLUSIVE COMPETENCE OF THE GENERAL MEETING**

The General Meeting of Shareholders decides on all the issues submitted to it, and is the only competent body to decide on all the issues defined in the law or in these Articles of Association as matters of its

exclusive competence.

**Article 31**  
**AUDITORS**

1. The Ordinary General Meeting elects every year at least one regular and one alternate auditor, if they are certified public accountants or auditing companies, as provided by law.
2. The aforementioned auditors may be reappointed, but not for more than five (5) consecutive financial years. Subsequent reappointment is not allowed to take place unless two (2) full financial years have elapsed.

**CHAPTER E**  
**ANNUAL FINANCIAL STATEMENTS**

**Article 32**  
**FINANCIAL YEAR**

The financial year is twelve months and begins on January 1 and ends on December 31 of each year.

**Article 33**  
**ANNUAL FINANCIAL STATEMENTS AND THEIR PUBLICATION**

1. At the end of each financial year, the Board of Directors prepares the annual financial statements and the management report, in accordance with the International Financial Reporting Standards, the law and the provisions of law 4548/2018.
2. The annual financial statements must present with absolute clarity the true picture of the asset structure, the financial position and the results of the Company's financial year. In particular, the Board of Directors is required to prepare in accordance with the aforementioned provisions: a) The Balance Sheet or Statement of Financial Position, b) The Income Statement, c) The Statement of Changes in Net Position, d) The Statement of Cash Flows, e) The Appendix (Notes).
3. The annual Management Report of the Board of Directors to the Ordinary General Meeting includes the real picture of the evolution and performance of the Company's activities and its position, as well as the description of the main risks and uncertainties it faces.  
This illustration presents a balanced and comprehensive analysis of the evolution and performance of the Company's activities and its position, appropriate to the scale and complexity of its activities. This report must also indicate any other significant events that have occurred from the end of the financial year to the date of submission of the report.
4. The annual financial statements are submitted to the disclosure formalities of article 149 par. 8 of Law 4548/2018. If the auditor or auditors of the Company have comments or refuse to express an opinion, this fact must be stated and justified in the published financial statements, unless this is evident from the published relevant audit certificate.
5. Copies of the annual financial statements, with the relevant reports of the Board of Directors and the auditors, are posted on the Company's website at least ten (10) days before the General Meeting.
6. Within twenty (20) days from the approval of the financial statements by the Ordinary General Meeting, the Company publishes in GEMI (a) the duly approved annual financial statements; (b) the management report; and (c) the opinion of the certified public accountant or the auditing firm, where required.

#### **Article 34**

##### **ALLOCATION OF PROFITS**

The net profits, if and to the extent that they can be allocated, in accordance with article 159 of Law 4548/2018, are allocated by decision of the General Meeting, in the following order:

- (a) The amounts of credit items in the income statement that do not constitute realized profits are deducted,
- (b) The percentage for the formation of the ordinary reserve, as required by law, i.e. at least one twentieth (1/20) of the net profits is deducted. This deduction shall cease to be mandatory when the ordinary reserve reaches an amount equal to at least one third (1/3) of the share capital,
- (c) The amount required for the payment of the minimum dividend, pursuant to Article 161 of Law 4548/2018 is reserved,
- (d) The balance of the net profits, as well as any other profits that may arise and be allocated, in accordance with article 159 of Law 4548/2018, are freely allocated by the General Meeting.

#### **CHAPTER F**

##### **DISSOLUTION - LIQUIDATION**

#### **Article 35**

##### **DISSOLUTION**

1. The Company is dissolved:
  - a) when its term has expired.
  - b) by a decision of the General Meeting, taken by an increased quorum and majority.
  - c) when the Company is declared bankrupt; and
  - d) in the event that the bankruptcy petition is rejected because the assets of the Company are insufficient to cover the costs of the proceedings.
2. The Company is also dissolved by a court decision, in accordance with article 165 of Law 4548/2018.
3. With the exception of bankruptcy, the dissolution of the Company is followed by liquidation. In case a or d of the above par.1, the Board of Directors acts as liquidator, unless the Articles of Association provide otherwise, until a liquidator is appointed by the General Meeting, while in case b of the same par. 1, the General Meeting appoints the liquidator by the same resolution. In the case of the above par. 2, the liquidator is appointed by the court with the decision declaring the dissolution of the Company.
4. In case the total equity of the Company becomes less than half (1/2) of the capital, the Board of Directors is obliged to convene the General Meeting, within a period of six (6) months from the end of the financial year, regarding the dissolution of the Company or the adoption of another measure.

#### **Article 36**

##### **LIQUIDATION**

1. The liquidators appointed by the General Meeting may be one (1) to three (3), shareholders or not and exercise all the responsibilities related to the procedure and the purpose of the liquidation defined by the law and the decisions of the General Meeting, to which they have an obligation to comply. The appointment of liquidators automatically entails the termination of the power of the members of the Board of Directors. The provisions relating to the Board of Directors shall apply by analogy to the liquidators. The deliberations and decisions of the liquidators are summarized in the minutes book of the Board of Directors.
2. The liquidators appointed by the General Meeting or the Court shall, upon assuming their duties, take an inventory of the corporate assets and publish a balance sheet of the opening of the liquidation not subject to the approval of the General Meeting.

3. The General Meeting of Shareholders always retains its rights during the liquidation.
4. The liquidators must complete, without delay, the pending cases of the Company, convert the corporate assets into money, pay off its debts and collect its receivables. New operations can also be performed, as long as they serve the liquidation and the interest of the Company.  
The liquidators may also sell the real estate of the Company, the corporate enterprise as a whole or its branches or individual fixed assets, but after the lapse of three (3) months from its dissolution. Within a period of three (3) months from the dissolution of the Company, any shareholder or its creditor may request the Court, which shall hear the case pursuant to Articles 739 et seq. of the Code of Civil Procedure, to determine the minimum sale price of the properties, divisions or parts or the whole of the Company, and its decision shall be binding on the liquidators and shall not be subject to any ordinary or extraordinary legal remedies.
5. The liquidators may, by application to the Court and in accordance with the procedure of voluntary jurisdiction, request that the liquidation be carried out in accordance with the provisions governing the judicial liquidation of an estate (Articles 1913 et seq. of the CC), applied by analogy. In this case, enforcement against the Company may be possible at the liquidation stage.
6. The financial statements at the end of the liquidation shall be approved by the General Meeting, which shall also decide on the approval of the overall work of the liquidators and on the discharge of the auditors.
7. Each year, the interim financial statements are submitted to the General Meeting of Shareholders, with a report of the reasons that prevented the end of the liquidation.
8. On the basis of the approved financial statements at the end of the liquidation, the liquidators distribute the proceeds of the liquidation to the shareholders in accordance with their rights. If all the shareholders agree, the distribution may also be made by returning the assets of the company to them.
9. If the liquidation stage exceeds three years, the liquidator is obliged to convene a General Meeting, to which they submit a plan for the acceleration and completion of the liquidation. This plan includes a report on the liquidation work to date, the reasons for the delay and the measures proposed for its speedy completion. These measures may include the Company's waiver of rights, appeals, legal remedies, lawsuits and applications, if the pursuit of these is unprofitable in relation to the expected benefits or uncertain or requires a long period of time. The above measures may also include compromises, renegotiations or termination of contracts or the conclusion of new ones, if necessary. The General Meeting approves the plan with an increased quorum and majority. If the plan is approved, the liquidator completes the management according to the plan. If the plan is not approved, the liquidator or shareholders representing one twentieth (1/20) of the paid-up share capital may apply to the Court for approval of the plan or for the appointment of other appropriate measures, on application to be heard by the Court of Justice in a voluntary procedure. The court may modify the measures provided for in the plan or the request of the shareholders. The liquidator is not responsible for the implementation of a plan approved in accordance with the above.

## **CHAPTER G GENERAL PROVISIONS**

### **Article 37**

1. For all matters not regulated by these articles of association, the provisions of Law 4548/2018 on the Reform of the law of public limited companies apply, as in force in each case.
2. The regulation of issues in these articles of association by simply transposing provisions of the law, although not necessary, is done for the completeness of the text for the information of the shareholders only. In case of amendment of the relevant provisions of the Law, the provision will apply as in force in

each case.

**Article 38**

The company is allowed to transmit information according to article 18 of Law 3556/2007 to its shareholders using electronic means in accordance with Law 3556/2007 as in force in each case.

Kallithea, 12 December 2024

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Kyriakos Mageiras  
Chairman