

Athens, May 2<sup>nd</sup>, 2019

**COMMENTS OF THE COMPANY'S BOARD OF DIRECTORS ON THE  
ORDINARY GENERAL MEETING'S DATED 23.05.2019 AGENDA ITEMS**

**Item 1<sup>st</sup>: Approval of the annual financial statements for the Company's financial year 2018, along with the relevant reports of the Board of Directors and of the Chartered Auditors on them.**

The Annual Financial Report for 2018, which includes the notes on the financial statements, the statement of the Board of Directors' representatives, pursuant to the prescriptions of article 4 of Law 3556/2007, the Board of Directors' Report pursuant to the prescriptions of article 4 of Law 3556/2007, the information folder prescribed by article 10 of Law 3401/2005, accompanied by the Company's Stock Market Announcements for 2018, the Corporate Governance Statement, pursuant to article 152 of law 4548/2018 and the audit report of the Chartered Auditor, is available on the corporate website [www.elvalhalcor.com](http://www.elvalhalcor.com) (click: Investor Relations/Reports and Presentations / Financial Statements and Investor Relations / Regulatory News).

The Board of Directors proposes to the General Meeting of shareholders the approval of the Annual Financial Report for the financial year 2018, as published on 20<sup>th</sup> March 2019, without making any amendment.

**Item 2<sup>nd</sup>: Approval of the allocation of results for the financial year 2018 and the distribution of dividend.**

Regarding the approval of the allocation of results for the financial year 2018, the Board of Directors proposes the approval by the General Meeting of the dividend distribution, on behalf of the Company's shareholders, amounting to €0,03 per share. After the tax deduction, amounting to 10%, the net payable dividend per share amount is set to €0,027.

As announced by the Company through the Financial Calendar 2019, as cut-off date is suggested 28<sup>th</sup> May 2019, as date for the determination of beneficiaries is suggested 29<sup>th</sup> May 2019, whilst the process of dividend payment to shareholders will start on 4<sup>th</sup> June 2019. Finally, it is proposed to empower the Board of Directors for the settlement of all procedural issues, related to the implementation of the decision.

**Item 3<sup>rd</sup>: Approval of the overall management that took place during the financial year 2018 and discharge of the auditors.**

The annual financial statements show, in a true and accurate manner, the assets and liabilities, the net worth and the total income statement figures of the Company as well as such of the companies included in the consolidation, as a whole.

As a result, the Board of Directors, proposes the approval of the overall management for the financial year 2018, pursuant to article 108 of law 4548/2018 and the discharge of the Chartered Auditors from any liability for damages related to the financial year 2018.

**Item 4<sup>th</sup>: Approval of the payment of remuneration of the members of the Board of Directors for the financial year 2018**

The Board of Directors proposes that the General Meeting approves the remuneration of the Board of Directors' members for 2018, amounting to a gross total of Euro 487,354.92.

**Item 5<sup>th</sup>: Election of an audit firm for the statutory audit of the financial year 2019 and approval of its remuneration.**

The Company' Board of Directors proposes "PricewaterhouseCoopers", audit firm, for the exercise of the ordinary audit for the current financial year, taking into account the proposal of the Audit Committee of article 44 of law 4449/2017.

**Item 6<sup>th</sup>: Approval of the remuneration policy according to Law 4548/2018.**

The Board of Directors submits for approval to the General Meeting, the company's remuneration policy, pursuant to the provisions of articles 110 and 111 of law 4548/2018, by which the national law was harmonized with article 9th of Directive 2007/36/EC, as such was introduced by virtue of Directive 2017/828/EU. In addition, it is proposed that the term of the remuneration policy be four (4) years from its approval by the General Meeting.

**Item 7<sup>th</sup>: Election of a new Board of Directors**

The Board of Directors, aiming to fulfill the corporate purpose and in view of the company's and shareholders' interest, proposes the election of a 15-member Board of Directors, as follows:

1. THEODOSIOS PAPAGEORGOPOULOS
2. NIKOLAOS KOUDOUNIS
3. PERIKLIS SAPOUNTZIS
4. GEORGIOS KATSAMPAS
5. EFTYCHIOS KOTSAMPASAKIS
6. LAMBROS VAROUCAS
7. DIMITRIOS KYRIAKOPOULOS
8. KONSTANTINOS KATSAROS
9. STAVROS VOLOUDAKIS
10. PATRICK KRON
11. ELIAS STASSINOPOULOS
12. NATALIA NIKOLAIDI (proposed as independent member)
13. THOMAS GEORGE SOFIS (proposed as independent member)
14. NIKOLAOS GALETAS (proposed as independent member)
15. PANAGIOTIS ATHANASOPOULOS (proposed as independent member)

From the candidates named above, Mrs. Natalia Nikolaidi and Mess. Thomas George Sofis, Nikolaos Galetas, Panagiotis Athanasopoulos are proposed to be elected by the General Meeting as independent members, pursuant to the provisions of law 3016/2002 on Corporate Governance.

The term of office of the new Company's Board of Directors is annual and it is extended, pursuant to the provisions of article 85, par.1, sec. c) of law 4548/2018, up to the lapse of the time limit, within which the Ordinary General Meeting of Shareholders of 2020 is to be convened and up to the taking of the relevant decision.

The new Board of Directors, immediately after its election will be formed into Body and will name its executive and non-executive members, pursuant to the provisions of the applicable law.

**Item 8<sup>th</sup>: Election of the members of the Audit Committee, according to article 44 of Law 4449/2017.**

In view of the election of the new company's Board of Directors, in compliance with the stipulations of item 7<sup>th</sup> of the agenda, the election of the following persons, as members of the company's Audit Committee, is proposed:

1. Panagiotis Athanassopoulos, as independent non-executive member
2. Nikolaos Galetas, as independent non-executive member
3. Nikolaos Koudounis, as non-executive member

All proposed Audit Committee members have proven sufficient knowledge of the sector in which the company is engaged. Mr. Panagiotis Athanasopoulos holds a Bachelor of Science in Production Manager from the Institute of Technology Illinois and post-graduate degrees (MD, PhD) in Business Administration and has a considerable expertise both professionally and academically in the field of Business Administration and Financing. Apart from his academic

involvement in USA universities he has served as a Professor (1981) and a Dean (1987-1990) at the University of Piraeus, in which he is Professor Emeritus (1999). In the professional area he served as President and CEO of the company Toyota Hellas, having participated as a co-founder (1989-2000). He served as Executive Vice President & Chief Operating Officer in Toyota Europe and as Managing Officer in Toyota Motor Corporation (Japan, 2004-2006). In 2007 he was awarded with the medal of the Rising Sun, Golden and Silver Star of the Emperor of Japan. Moreover, he served as President and CEO in the Public Power Corporation (2007-2009) while holding high positions in other enterprises. Presently, he is President of IOVE, President of the Board of Directors of AGET Heracles (member of the LafargeHolcim Group), member of the Board of Directors of Union Motors Ltd-Israel, member of the Board of Directors of Transparency International-Greece and Vice President of Neptune Lines Shipping and Managing Enterprises. Mr. Nikolaos Galetas is a graduate of Engineer of the School of Electrical Engineering of the National Technical School of Athens and has occupied, amongst others, managerial positions in E.T.V.A. and E.T.E.V.A., whilst the other proposed member of the Audit Committee Mr. Nikolaos Koudounis, is a graduate of the Higher School of Economic and Commercial Sciences (A.S.O.E.E.), has served as Head of the Accounting office of HALCOR S.A. (1974-1983), as CFO in ELVAL S.A. (1983-2000) as General Manager in ELVAL S.A. (2000-2005), having considerable scientific presence with articles in journals and the press on company taxation, economy growth etc. and he also has also proven sufficient knowledge of accounting and auditing (international standards), as he has served in executive positions of VIOHALCO subsidiaries.

**Item 9<sup>th</sup>: Decision taking on the conversion of the coin and ring tablets production branch of the Company into a newly formed subsidiary single member societe anonyme and on the transfer of the assets of the former to the latter, pursuant to the provisions of article 52 par.2 of Law 4172/2013, as now in force, and of Law 4548/2018, as now in force.**

It is proposed to take a decision for the conversion of the coin and ring tablets production branch of the Company to the, simultaneously established, subsidiary, single member “**EPIROS METALWORKS SINGLE MEMBER S.A.**”, having its seat in Athens and the transfer thereto of the assets of the aforementioned branch, pursuant to the provisions of article 52 par.2 of law 4172/2013, as now in force, and of law 4548/2018, as now in force.

As date of the Transformation Balance Sheet is set 10.2.2019. The valuation of the book value of the branch’s transferred assets was carried out, pursuant to the provisions of article 17 of law 4548/2018, as now in force, by the Chartered Auditors Mess. Theodoros Psaros, under CReg.no. 12651 and Christina Mpastianou under CReg.no. 40601 of “ABACUS AUDITING S.A.”, and the relevant Report was posted on the General Commercial Registry with date 18.4.2019 and on the official website of the Company ([www.elvalhalcor.com](http://www.elvalhalcor.com)).

By decision of the Company’s Board of Directors, dated 26.3.2019, the terms of the aforementioned branch conversion were approved; said terms are posted on the official website of the Company ([www.elvalhalcor.com](http://www.elvalhalcor.com)).

The hive-down of the aforementioned segment is performed within the framework of the better management of investments, already having been made and expected to be made in the future, by the conversion of “**EPIROS METALWORKS SINGLE MEMBER S.A.**” into a modern production unit, aiming at its prompt reactivation for its participation in tenders related to the production of coin tablets both in Greece and abroad.

The completion of the branch’s conversion and of its assets transfer to the under incorporation single member societe anonyme above, depends on its approval by the Company’s General Meeting and on the relevant approval of the Ministry of Economy and Development.

#### **Item10<sup>th</sup>: Granting of authorizations**

It is proposed that Mess. Dimitrios Kyriakopoulos, Vice-President of the Company's Board of Directors and Nikolaos Psyraakis, Chief Financial Officer, be authorized, by acting jointly or separately, to sign before a Notary Public the branch conversion and hive down agreement (Item 9<sup>th</sup>), as well as any other relevant document or statement that will be considered necessary for the completion of the transformation, and to proceed in any other necessary action, by representing the company, towards any third party and Authority (Ministry of Economy and Development, Athens Stock Exchange, Hellenic Capital Market Commission etc.).

**Item 11<sup>th</sup> : Other announcements**

A) The Chairman of the Company's Audit Committee will inform the shareholders in the Ordinary General Meeting, on the findings of the Committee, pursuant to the Recommendation (: Protocol Number: 1302/28.4.2017) of the Hellenic Capital Market Commission.

B) Due to the resignation of the Company's Board of Directors member, Mr. Eftychios Kotsampasakis, the Company's Board of Directors, aiming at the replacement of the resigned member elected Mrs. Natalia Nikolaidi, at the meeting of 21.12.2018 as a member of the Board, for the remainder of the term of office of the above mentioned resigned member. This action is to be communicated to the General Meeting shareholders' Body, pursuant to article 82 par.1 of law 4548/2018.

C) Aiming at the replacement of the deceased member of the Board of Directors, Andreas Kyriazis, the Company's Board of Directors, elected Mr. Thomas George Sofis at the meeting of 18.4.2019 as a member of the Board, for the remainder of the term of office of the above mentioned deceased member. This action is to be communicated to the General Meeting shareholders' Body, pursuant to article 82 par.1 of law 4548/2018.

D) Other announcements.