

**DRAFT DECISIONS / RECOMMENDATIONS OF THE BOARD OF DIRECTORS OF  
ELVALHALCOR HELLENIC COPPER AND ALUMINIUM INDUSTRY S.A.  
ON THE ITEMS OF THE SHAREHOLDERS' ORDINARY MEETING AGENDA  
OF MAY 24, 2022**

**(Article 123 par. 4 of L. 4548/2018, as in force)**

<p><b>Item 1:</b> Presentation and approval of the annual company and consolidated financial statements of the financial year 2021 (01.01.2021 – 31.12.2021), along with the relevant reports of the Board of Directors and of the chartered auditors thereon.</p>
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***Required quorum:* 1/5 of the Company's paid up capital.**

***Required majority:* 50%+1 of the votes represented at the General Meeting.**

The General Meeting is called to approve the Annual Financial Statements of the Company and the Group for the financial year 2021 which were approved by the Board of Directors on 15.03.2022, the Annual Report of the Board of Directors, concerning the financial year 2021, which were prepared based on the financial records of the Company provided by the management according to the International Financial Reporting Standards (IFRS) and the Report of the Chartered Auditor, Mr. Konstantinos Mihalatos of the Audit Firm "Pricewaterhousecoopers".

The Annual Financial Statements, the Annual Report of the Board of Directors and the Chartered Auditor's Report for the financial year 2021 have been included in the Annual Financial Report of the Company for the financial year 2021 and are available on the Company's website ([www.elvalhalkor.com](http://www.elvalhalkor.com)) and on the website of the "Hellenic Exchange – Athens Stock Exchange S.A." (ATHEX). The aforementioned will be filed to the General Commercial Registry (GEMI) pursuant to the provisions of articles 13 and 149 of L. 4548/2018, within twenty (20) days from their approval by the Ordinary General Meeting.

The Board of Directors unanimously recommends to the General Meeting to approve the Annual Financial Statements (company and consolidated) of the Company for the financial year 2021, along with the relevant reports of the Board of Directors and the Chartered Auditor.

After voting, the General Meeting approves the Annual Financial Statements along with the Annual Report of the Board of Directors and the Chartered Auditor's Report

for the financial year 2021, by ..... votes, i.e. by a majority of ..... % of the votes represented in the General Meeting. Shareholders representing ..... votes vote against and shareholders representing ..... votes abstain from the vote.

Item 2: Approval of the allocation of results of the financial year 2021 (01.01.2021 – 31.12.2021) and the distribution of dividend.

*Required quorum: 1/5 of the Company's paid up capital.*

*Required majority: 50%+1 of the votes represented at the General Meeting.*

Regarding the approval of the allocation of results for the financial year 2021, the Board of Directors unanimously proposes the approval by the General Meeting of the following:

In a priority order, after deducting from the net profits of the amounts of credit in the income statement that are not realized profits and, consequently, the amount withheld (€2.367.793,20) for the formation of the legal reserve pursuant to L. 4548/2018, as now in force, the Board of Directors unanimously proposes the approval by the General Meeting of the dividend distribution, in favor of the Company's shareholders, amounting to €0,03 per share (375.241.586 shares receiving €0,03 per share) and the payment of distribution of net profits of €1.338.634 to nineteen (19) executives – employees, including three (3) executive members of the Board of Directors, who have significantly contributed in the achievement of the Company's objectives during 2021.

The Board of Directors unanimously proposes to the General Meeting to approve the aforementioned proposal with regard to the allocation of results for the financial year 2021.

It is noted that, after the tax deduction, amounting to €0,0015 per share, the net payable dividend per share amount is set to €0,0285 per share.

The 30<sup>th</sup>.05.2022 is proposed as cut-off date, the 31<sup>st</sup>.05.2022 as record date and the 3<sup>rd</sup>.06.2022 as the date on which the payment of dividend will commence.

Finally, the General Meeting is also called to authorize the Board of Directors for the settlement of all procedural issues, related to the implementation of the above decisions.

After voting, the General Meeting approves the allocation of results of the financial year 2021 and the dividend distribution and grants the relevant authorization to the Board of Directors, by ..... votes, i.e. by a majority of ..... % of the votes represented in the General Meeting.

Shareholders representing ..... votes vote against.

Shareholders representing ..... votes abstain from the vote.

Item 3: Approval, pursuant to article 108 of L. 4548/2018, of the overall management that took place during the financial year 2021 (01.01.2021 – 31.12.2021) and release, pursuant to article 117 of L.4548/2018, of the Chartered Auditors for the financial year 2021 (01.01.2021 – 31.12.2021).

*Required quorum: 1/5 of the Company's paid up capital.*

*Required majority: 50%+1 of the votes represented at the General Meeting.*

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 General Meeting is called to approve, in accordance with article 108 of L. 4548/2018, as in force, the overall management of the Company and the discharge of the Chartered Auditors, who audited the financial statements of the financial year 2021 from any liability for damages related to the financial year 2021.

The Board of Directors unanimously proposes to the General Meeting to approve, in accordance with article 108 of L. 4548/2018, as in force, the overall management of the Company and the discharge of the Chartered Auditors, who audited the financial statements of the financial year 2021, according to article 117 of L. 4548/2018 from any liability for damages related to the financial year 2021.

After voting, the General Meeting approves the overall management of the Company for the financial year 2021 and releases the Chartered Auditors from any liability for compensation for the financial year 2021 by ..... votes, i.e. by a majority of ..... % of the votes represented in the General Meeting.

Shareholders representing ..... votes vote against.

Shareholders representing ..... votes abstain from the vote.

Item 4: Approval of the remuneration and compensation paid to the members of the Board of Directors and to the committees of the Board of Directors for the financial year 2021 (01.01.2021 – 31.12.2021) and pre-approval of payment of remuneration and compensation for the financial year 2022 (01.01.2022 – 31.12.2022).

*Required quorum: 1/5 of the Company's paid up capital.*

*Required majority: 50%+1 of the votes represented at the General Meeting.*

The Board of Directors unanimously recommends to the General Meeting to approve the remuneration and fees paid to the members of the Board of Directors during the financial year 2021, amounting to a gross total of €208.957,08.

Furthermore, regarding the remuneration and compensation of the members of the Board of Directors for the current financial year 2022, the Board of Directors, following a relevant recommendation of the Remuneration and Nomination Committee, unanimously proposes to the General Meeting the pre-approval of the following gross remuneration and compensation of the members of the Board of Directors and the committees thereof during the financial year 2022, pursuant to article 109 of L. 4548/2018, as now in force, which will amount up to a total gross amount of 350.000 euros, and in particular:

- a gross amount of 6.000 euros to each member of the Board of Directors for his/her participation in the Board;
- a gross amount of 14.000 euros to each non-executive member of the Board of Directors for the performance of his/her duties pursuant to article 7 of L. 4706/2020;
- a gross amount of 20.000 euros to each member of the Audit Committee;
- and a gross amount of 15.000 euros to each member of the Remuneration and Nomination Committee.

Therefore, the General Meeting is called to pre-approve the above gross remuneration/fees of the members of the Board of Directors and the committees thereof during financial year 2022, pursuant to article 109 of L. 4548/2018, as now in force.

It is noted that the above gross remuneration/ fees of the members of the Board of Directors for the financial year 2022 are compatible with the principles and rules of the Company's Remuneration Policy that were approved by the Company's Ordinary General Meeting of Shareholders, dated May 23<sup>rd</sup>, 2019.

After voting, the General Meeting approves the remuneration/fees paid to the members of the Board of Directors during the financial year 2021 and pre-approves the payment of the above remunerations/fees to the members of the Board of Directors and the committees of the Board of Directors for the financial year 2022, by a majority of ..... % of the votes represented in the General Meeting.

Shareholders representing ..... votes vote against.

Shareholders representing ..... votes abstain from the vote.

<p><u>Item 5:</u> Approval of advance payment of remuneration to members of the Board of Directors for the time period until the following Ordinary General Meeting according to article 109 of L. 4548/2018.</p>
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*Required quorum: 1/5 of the Company's paid up capital.*

*Required majority: 50%+1 of the votes represented at the General Meeting.*

In certain cases, for practical reasons, the payment of the pre-approved annual compensation of the members of the Board of Directors is made in installments during the period from the date of their election until the next Ordinary General Meeting. The advance payment concerns mainly the Non-Executive and Independent Non-Executive members, who do not have a salaried relationship with the Company.

The Board of Directors proposes to the General Meeting to approve the aforementioned advance payments, equal to the pre-approved (under Item 4) fees of the current fiscal year 2022, for the period until the next Ordinary General Meeting.

After a legal vote, the General Assembly approves the advance payment of remuneration to members of the Board of Directors, equal to the pre-approved (under Item 4) remuneration of the current year 2022, for the period until the next Ordinary General Meeting, according to article 109 of law 4548/2018, by a majority of ..... % of the votes represented in the General Meeting.

Shareholders representing ..... votes vote against.

Shareholders representing ..... votes abstain from the vote.

<p><u>Item 6:</u> Presentation – approval of the Company's Remuneration Report of the financial year 2021 (01.01.2021 – 31.12.2021) (article 112 of L.4548/2018).</p>
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*Required quorum: 1/5 of the Company's paid up capital.*

*Required majority: 50%+1 of the votes represented at the General Meeting.*

The General Meeting is called to discuss on and approve, with advisory vote, the Company's Remuneration Report for the financial year 2021, which is provided for in article 112 of L. 4548/2018, as in force, which includes a comprehensive overview of the overall remuneration, governed by the Company's approved Remuneration Policy, and, according to the document of the Hellenic Capital Market Commission entitled "Questions and answers regarding the provisions of articles 1 – 24 of L. 4706/2020 on corporate governance" (prot. nr. 1591/05.07.2021, nr. 18, & nr. 428/21.02.2022, nr. 22), includes separately for each member of the Board of Directors of the Company their remuneration as a member of the Board of Directors, their remuneration as a member of the Board of Directors, i.e. the Audit Committee and/or the Remuneration and Nomination Committee (according to par. 2.4.4 of the Hellenic Code of Corporate

Governance issued by the H.C.G.C. of June 2021, applied by the Company), their remuneration for any ad hoc services they may have provided, any benefits by type, the regular remuneration and the extraordinary remuneration related to performance, for the executive members of the Board of Directors. The Company's Remuneration Report, drafted by the Board of Directors, on the final draft of which the Remuneration and Nomination Committee of the Company has provided its agreement, and audited, as provided by Law, by the Company's Chartered Auditor who has ascertained that all information, provided for in article 112 of L. 4548/2018, as in force, is included in the Remuneration Report, which shall be available on the Company's website ([www.elvalhalcor.com](http://www.elvalhalcor.com)) after the General Meeting, as provided in Law, and is as follows:

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**ELVALHALCOR**

HELLENIC COPPER AND ALUMINIUM INDUSTRY S.A.

## Board of Directors Remuneration Report of the Financial Year 2021

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(pursuant to article 112 of L.4548/18, as in force)

ELVALHALCOR HELLENIC COPPER AND ALUMINIUM INDUSTRY S.A.  
G.C. REGISTRY: 303401000

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## **1. Preparation Framework**

This report is prepared pursuant to article 112 of L.4548/18 as in force and in accordance of the principles of the Remuneration Policy of the Company as voted by the General Meeting of the 23.05.2019, for the financial year 01.01.2021-31.12.2021.

ELVALHALCOR HELLENIC COPPER AND ALUMINIUM INDUSTRY S.A was created by the merger by absorption of “ELVAL HELLENIC ALUMINIUM INDUSTRY S.A.” (hereinafter “ELVAL”) by the listed “HALCOR METAL WORKS S.A.” (hereinafter “HALCOR”) with the 131569/30-11-2017 of the Ministry of Economy and Development and as a result the financial historical information presented herein have been prepared with point of reference the aforementioned merger.

## **2. Remuneration of the Members of the Board of Directors**

For the period 01.01.2021-31.12.2021 the following amounts were paid by ElvalHalcors for Board of Directors’ fees as presented in the following page:

Table 1											
Amounts in EUR	PERIOD	Gross Remuneration from the Parent's BoD	Gross Remuneration from the Parent's Committees	Remuneration from Employment Agreement from the Parent	Profit distribution from the Parent	Other benefits from the Parent	Gross Remuneration from Subsidiaries	Consulting fees from Subsidiaries	Profit Distribution from Subsidiaries	Other Benefits from Subsidiaries	Total
MEMBER		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
Theodosios Papageorgopoulos, Chairman, Non Executive Member	01.01.2021-24.05.2021	-	-	-	-	-	-	-	-	-	-
Michael N. Stassinopoulos Chairman, Non Executive Member	24.05.2021-31.12.2021	11,666.69	-	-	-	-	-	-	-	-	11,666.69
Dimitrios Kyriakopoulos, Vice-Chairman, Executive Member	01.01.2021-31.12.2021	-	-	-	-	7,977.86	-	-	299,619.81	-	307,597.67
Periklis Sapountzis Executive Member	01.01.2021-29.11.2021	-	-	138,917.78	121,600.05	20,340.44	-	-	-	-	280,858.27
Georgios Katsampas Non Executive Member	01.01.2021-24.05.2021	-	-	-	-	-	6,943.00	13,280.00	-	-	20,223.00
Eytichios Kotsampasakis Executive Member	01.01.2021-12.01.2021	-	-	-	116,767.09	415.20	6,000.00	-	-	-	123,182.29
Lampros Varouchas Executive Member	01.01.2021-31.12.2021	-	-	436,509.84	129,199.98	16,837.27	-	-	-	-	582,547.09
Nikolaos Koudounis Non Executive Member	01.01.2021-31.12.2021	18,426.72	21,989.25	-	-	12,584.29	-	-	137,802.19	-	190,802.45
Konstantinos Katsaros Executive Member	01.01.2021-31.12.2021	6,000.00	-	-	177,773.00	12,699.80	-	-	-	308.00	196,780.80
Spyridon Kokkolis Executive Member	01.01.2021-24.05.2021	-	-	38,645.81	140,600.02	6,135.47	-	-	-	-	185,381.30
Stavros Voloudakis Executive Member	01.01.2021-24.05.2021	-	-	251,599.78	49,400.00	15,356.64	81,991.94	-	-	6,000.00	404,348.36
Ninolasos Galetas Indep. Non Executive Member	01.01.2021-10.07.2021	5,928.74	9,946.24	-	-	2,483.65	-	-	916.66	1,814.58	21,089.87
Elias Stassinopoulos Non Executive Member	01.01.2021-31.12.2021	-	-	-	-	-	-	-	-	-	-
Thomas George Sofis Indep. Non Executive Member	01.01.2021-31.12.2021	-	-	-	-	-	-	-	-	-	-
Vasileios Loumiotis Indep. Non Executive Member	04.01.2021-31.12.2021	18,426.72	21,989.25	-	-	-	-	-	-	-	40,415.97
Christos-Alexis Komninos Non Executive Member	19.01.2021-31.12.2021	-	-	-	-	-	-	-	-	-	-
<b>Total Balance Carried Forward</b>		<b>60,448.87</b>	<b>53,924.74</b>	<b>865,673.21</b>	<b>735,340.14</b>	<b>94,830.62</b>	<b>94,934.94</b>	<b>13,280.00</b>	<b>438,338.66</b>	<b>8,122.58</b>	<b>2,364,893.76</b>

Table 1 (Continued)

Amounts in EUR	PERIOD	Gross Remuneration from the Parent's BoD	Gross Remuneration from the Parent's Committees	Remuneration from Employment Agreement from the Parent	Profit distribution from the Parent	Other benefits from the Parent	Gross Remuneration from Subsidiaries	Consulting fees from Subsidiaries	Profit Distribution from Subsidiaries	Other Benefits from Subsidiaries	Total
MEMBER		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
<b>Total Balance Brought Forward</b>		<b>60,448.87</b>	<b>53,924.74</b>	<b>865,673.21</b>	<b>735,340.14</b>	<b>94,830.62</b>	<b>94,934.94</b>	<b>13,280.00</b>	<b>438,338.66</b>	<b>8,122.58</b>	<b>2,364,893.76</b>
Aikaterini-Nafsika Kantzia Non Executive Member	24.05.2021- 31.12.2021	11,384.43	9,032.26	-	-	-	-	-	-	-	20,416.69
Athanasia Kleniati- Papaioannou Non Executive Member	24.05.2021- 31.12.2021	11,666.69	-	-	-	-	-	-	-	-	11,666.69
Ploutarchos Sakellaris Indep. Non Executive Member	24.05.2021- 31.12.2021	11,008.11	21,075.27	-	-	-	-	-	-	-	32,083.38
Ourania Aikaterinari Indep. Non Executive Member	24.05.2021- 31.12.2021	11,384.43	9,032.26	-	-	-	-	-	-	-	20,416.69
Georgios Lakkotrypīs Indep. Non Executive Member	12.07.2021- 31.12.2021	10,000.02	-	-	-	-	-	-	-	-	10,000.02
Panagiotis Lolos Executive Member	29.11.2021- 31.12.2021	-	-	20,416.60	-	2,870.23	-	-	-	-	23,286.83
<b>GRAND TOTAL</b>		<b>115,892.55</b>	<b>93,064.53</b>	<b>886,089.81</b>	<b>735,340.14</b>	<b>97,700.85</b>	<b>94,934.94</b>	<b>13,280.00</b>	<b>438,338.66</b>	<b>8,122.58</b>	<b>2,482,764.06</b>

1. The fees presented in the above table are for the period during which they served as members of the Board of Directors of the Company according to the column “PERIOD” of the said table
2. No options in the share capital have been provided.
3. No shares have been given.
4. The benefits in kind relate to the cost of providing a corporate car, the cost of running that car, participation in insurance programme other benefits.
5. No other fee has been paid in any way for the financial year 2021 to the members of the Board of Directors.
6. Ms. Natalia Nikolaidi, Independent Non executive Member of the Board of Directors and member of Committee of the Company submitted her resignation from the respective positions on 18<sup>th</sup> of December 2020, with effect from 31<sup>st</sup> of December 2020. Amount of €10,333.32 was paid in 2021 and it is not included in the above “Table 1”.

### 3. Average Personnel Salary

The average salary for personnel of full time employment, excluding executives, and the Board of Directors fees of the parent company during the last five year are as follows (amounts in EUR):

Table 2				
Έτος	Board of Directors Fees	Annual % Change of Board of Directors Fees	Average Personnel Salaries Excl. Employer's Contribution	Annual % Change of Personnel Salaries
2017	709,189.30	1.1%	31,683.58	1.6%
2018	1,652,515.82	133.0%	30,785.32	-2.8%
2019	1,839,723.89	11.3%	31,438.33	2.1%
2020	1,602,247.61	-12.9%	32,275.32	2.7%
2021	1,928,087.88	20.3%	34,526.06	7.0%

On 30-11-2017 following the aforementioned merger there was an increase in the Members of the Board of Directors.

Amount of €1,928,087.88 is the sum total of columns (a) through € of “Table 1”, as presented in page 3 and corresponds to the total fees of the Board of Directors of the Company.

### 4. Company Performance

The Group and the Company use the adjusted EBITDA (a-EBITDA) as a measure of profitability because it shows the operational profitability in a better way and presents in a more objective manner the performance of the executives and employees. The evolution of the measurement during the last five years as published in the financial statements is presented below.

For the Company the measurements were as follows:

Table 3				
Year	Sales in k€	a-EBITDA in k€	% of the a-EBITDA of Sales	Annual % Change of a-EBITDA
2017	895,786	71,572	8.0%	267.0%
2018	1,486,972	91,897	6.2%	28.4%
2019	1,429,922	99,248	6.9%	8.0%
2020	1,405,660	89,325	6.4%	-10.0%
2021	1,969,822	113,602	5.8%	27.2%

The consolidated figures were as follows:

Table 4				
Year	Sales in k€	a-EBITDA in k€	% of the a-EBITDA of Sales	Annual % Change of a-EBITDA
2017	1,150,369	89,319	7.8%	1.4%
2018	2,117,789	142,149	6.7%	59.2%
2019	2,044,606	140,205	6.9%	-1.4%
2020	2,028,588	135,782	6.7%	-3.2%
2021	2,883,042	166,835	5.8%	22.9%

## 5. Information related to the advisory vote of the Annual Shareholders Meeting of 2020, pursuant to paragraph 3 case c of the article 112 of L.4548/2018

In regards to the commitment set forth by article 112 par. 3 case c L.4548/2018, it is noted that during the preparation of this remuneration report the result of the advisory vote of the Annual General Meeting, which took place on 24.05.2021, was taken into consideration (item No 5) on the remuneration report of the financial year 1.1.2020 – 31.12.2020, which was formulated on the, almost unanimous, approval of the said report by a majority of 98.95% of the shareholders represented in the Annual General Meeting (0.14% and 0.92% of the represented votes, voted “Abstain” and “Against” respectively, without any of the respective shareholders stating any opinion or reasoning for their abstention / negative vote, respectively, in the Annual General Meeting).

## 6. Notes-Publicity

Under paragraph 3 of article 112 of L.4548/2018, the present report is submitted for discussion to the Annual General Meeting, as an agenda item and the shareholders’ vote is consultative. The Remuneration Report is available at the Company’s internet site for a period of ten (10) years after the General Meeting. The Company can make the Remuneration Report available for a period greater than ten (10) years, under the assumption that it will not include personal

information of the Members of the Board of Directors and subject to the provisions of the General Context for the Data Protection of the European Union.

Athens, 28<sup>th</sup> of April 2022

The Board of Directors”.

The Board of Directors unanimously proposes to the General Meeting the approval of the Remuneration Report, pursuant to article 117, par. 1 item (g) of L. 4548/2018, as in force, that has been prepared, as provided for in article 112 of L. 4548/2018, as in force.

Following discussion by the Company’s shareholders on the Remuneration Report for the financial year 2021 (article 112 of L. 4548/2018, as in force), after advisory voting, the General Meeting approves the Company’s Remuneration Report for the financial year 2021, pursuant to article 117, par. 1 item (g) of L. 4548/2018, as in force, by ..... votes, i.e. by a majority of ..... % of the votes represented in the General Meeting.

Shareholders representing ..... votes vote against.

Shareholders representing ..... votes abstain from the vote.

Item 7: Election of an audit firm for the statutory audit of the Company’s financial statements for the financial year 2022 (01.01.2022 – 31.12.2022) and approval of the remuneration thereof.

*Required quorum: 1/5 of the Company’s paid up capital.*

*Required majority: 50%+1 of the votes represented at the General Meeting.*

The Board of Directors, after relevant recommendation of the Audit Committee, as provided for in article 44, par. 3, item (f) of L. 4449/2017, as in force, unanimously proposes to the General Meeting the election of the audit firm Pricewaterhousecoopers for the audit of the Company’s financial statements (standalone and consolidated) for the financial year 2022 and to determine the remuneration of the aforesaid audit firm, taking into account its offer to the Company which has been approved by the Audit Committee, as follows:

a) up to the amount of €227,910 plus corresponding VAT for the audit of the financial statements (corporate and consolidated) of the same above year (01.01.2022 - 31.12.2022), including the certification of the Company’s Rules of Operation according to article 21 of law 4706/2020 (and, possibly, the formulation of an opinion, in addition to cases c and d of paragraph 1 of article 152 of law 4548/2018, for case e of the same paragraph on the composition and operation of the administrative, management and supervisory bodies and committees of the Company, according to the questions and

answers (Q & As) of the Hellenic Capital Market Commission with reference number 428/21.02.2022 and the Letter of the Hellenic Capital Market Commission with reference number 425/21.02.2022),

b) up to the amount of €47,040 plus corresponding VAT for the issuance of the tax certificate and the tax compliance report of the Company for the year 2022, as provided in article 65a of law 4174/2013,

c) up to the amount of €4,280 plus corresponding VAT for the review of the Remuneration Report of article 112 of law 4548/2018,

d) up to the amount of €10,165 plus corresponding VAT for the observance of the European Single Electronic Format (ESEF) (XBRL) (Law 3556/2007, Article 4, paragraph 10, as in force),

e) up to the amount of €2,140 plus corresponding VAT for the audit and certification of compliance by the Company with the financial covenants, according to the relevant obligation it has, based on its loan obligations, and according to the common bond loan Program issued by the Company pursuant to the decisions of 5.11.2021 of the Extraordinary General Meeting of its shareholders and its Board of Directors, amounting to €250,000,000, of a duration of seven (7) years, with an annual interest rate of 2.45%, divided into 250,000 intangible, common, bearer bonds with a face value of €1,000 each, which were offered by public offering in Greece, with payment in cash and were admitted to trading in the category of fixed income securities of the regulated market of the Athens Stock Exchange, according to the relevant Prospectus approved by decision number 3/935/08.11.2021 of the Board of Directors of the Hellenic Capital Market Commission.

After voting, the General Meeting elects the audit firm Pricewaterhousecoopers for the audit of the Company's Financial Statements (Company and Consolidated) for the financial year 2022 and determines its remuneration as above, by a majority of ..... % of the votes represented in the General Meeting.

Shareholders representing ..... votes vote against.

Shareholders representing ..... votes abstain from the vote.

**Item 8:** Announcement of the election by the Board of Directors of the Company of a new executive member of the Board of Directors of the Company in replacement of a resigned executive member of the Board of Directors of the Company

*Announcement to the General Meeting – not put under vote.*

According to article 12 par. 1 of the Company's Articles of Association and article 82 of law 4548/2018, it is announced to the General Meeting that:

- following the resignation of 24.11.2021 of Mr. Periklis Sapountzis of Christos from the position of executive member of the Board of Directors of the Company with effect from 29.11.2021, and
- based on the unanimous positive proposal/evaluation report of the members of the Remuneration and Nomination Committee of the Company ("RNC") of 25.11.2021, according to which, after a relevant inquiry conducted by the RNC, to fill-in the position of the resigned executive member of the Board of Directors of the Company, Mr. Periklis Sapountzis, it concluded to propose unanimously to the Board of Directors of the Company, as a candidate for election, replacement of the resigned, Mr. Panagiotis Lolos of Charalampos, who has been considered to fulfill all the suitability and credibility criteria included in the Suitability Policy of the members of the Board of Directors (hereinafter the "Policy"), which has been approved by the Ordinary General Meeting of the shareholders of the Company of 24.05.2021, as the fulfilment of the said criteria is unreservedly evidenced on the basis of documents and other elements submitted by the above candidate and were gathered by the RNC and, after having been checked by the members of the RNC, were taken into account by it,

the Board of Directors of the Company, during its meeting on 29.11.2021, unanimously approved the above proposal of the RNC, verified the suitability of the candidate for the above position on the Board of Directors of the Company, according to the Policy of the Company, clarified, in relation to the candidate, Mr. Panagiotis Lolos, that there are no obstacles in his person or incompatibilities with any relevant provisions of the existing legal framework (L. 4706/2020), including the Hellenic Corporate Governance Code (issued by the H.C.G.C. in June 2021) being applied by the Company and has unanimously elected Mr. Panagiotis Lolos of Charalampos as the new executive member of the Board of Directors of the Company to replace the resigned, with effect of resignation on 29.11.2021, executive member of the Board of Directors of the Company, Mr. Periklis Sapountzis for the rest of his term of office, i.e. until 24.05.2022, which is extended, in accordance with article 85 par. 1 par. c of law 4548/2018, as in force, and article 11 par. 2 of the Company's Articles of Association, until the expiration of the deadline, within which the next Ordinary General Meeting must be convened in 2022 and until reaching the relevant decision, not to exceed two years.

The present item constitutes an announcement to the General Meeting and is not put under vote.

Item 9: Election of a new Board of Directors and designation of the independent non-executive members thereof.

*Required quorum: 1/5 of the Company's paid up capital.*

*Required majority: 50%+1 of the votes represented at the General Meeting.*



The Chairman of the General Meeting, referring to the proposal of the Board of Directors of the Company dated 03.05.2022, according to article 18 par. 1 of law 4706/2020, as in force, which has been posted on the Company's website <https://www.elvalhalcor.com/el/investor-relations/shareholder-information/shareholders-meetings/>, on 03.05.2022 proposes to the General Meeting of Shareholders of the Company **(a)** the election of a new fifteen-member Board of Directors of the Company for an annual term of office, in accordance with article 11 par. 1 of the Company's Articles of Association, i.e. until 24.05.2023, which is extended in accordance with the provisions of article 85 par. point c of Law 4548/2018 and article 11 par. 2 of the Articles of Association of the Company until the expiration of the deadline within which the next Ordinary General Meeting must be convened in 2023 and until the relevant decision is taken, not exceeding two years, and **(b)** the appointment of the independent, within the meaning of article 9 par. 1 and 2 of law 4706/2020, as in force, non-executive members of the Board of Directors of the Company.

More specifically, the Chairman of the General Meeting refers to the recommendation of the Board of Directors of the Company of 03.05.2022 to the Ordinary General Meeting of Shareholders of the Company of 24.05.2022 – following the 29.04.2022 proposal / evaluation report of the Remuneration and Nomination Committee of the Company (RNC) – which is as follows:

**«Recommendation to the Board of Directors of the Company for the election of members of its Board of Directors by the following Ordinary General Meeting of the Company's shareholders»**

*Considering that on 24.05.2022, determined by the Board of Directors of the Company, during its meeting of 15.03.2022, as the date of the meeting of the annual Ordinary General Meeting of the Company shareholders for the year 2022, the annual, according to article 11 par. 1 of the Company's Articles of Association, term of the present Board of Directors of the Company elected by the Ordinary General Meeting of the Company's shareholders of 24.05.2021, is completed (extended in accordance with the provisions of article 85 par. 1 par. c of law 4548/2018 and article 11 par. 2 of the Company's Articles of Association until the expiration of the deadline within which the next Ordinary General Meeting must convene in 2022 and until the relevant decision is taken, not exceeding two years) and the issue of electing a new Board of Directors arises, the Committee, in accordance with article 12 of law 4706/2020 and its Rules of Procedure (especially the term 3.2.2.3), unanimously considers that it must identify and propose to the Board of Directors persons suitable for the acquisition of the status of member of the Board of Directors, of the Audit Committee of the Company (of article 44 of law 4449/2017) and of the Remuneration and Nomination Committee, taking into account the factors and criteria of individual and collective suitability determined by the Company, in accordance with the suitability policy it has adopted (which has been approved, in accordance with*

*article 3 par. 3 of law 4706/2020, as in force, by the Ordinary General Meeting of the Company's shareholders of 24.05.2021, hereinafter the "Suitability Policy") and based on the relevant procedure provided in the Rules of Operation of the Committee.*

*Regarding the identification of persons suitable for the acquisition of the status of a member of the Board of Directors of the Company and their proposal to the Board of Directors of the Company as candidates for election of members of the Board of Directors, the Committee took into account the absolutely positive result of the above evaluation of the members of the existing Board of Directors. With this in mind, the Committee unanimously considered appropriate to initiate the above process of suitability assessment from the existing members of the Board of Directors, as initial candidates for the status of a member of the Board of Directors of the Company, with a fifteen-member composition, namely:*

- 1. Stassinopoulos Michail of Nikolaos,*
- 2. Kyriakopoulos Dimitrios of Georgios,*
- 3. Varouchas Lampros of Dimitrios,*
- 4. Lolos Panagiotis of Charalampos,*
- 5. Katsaros Konstantinos of Georgios,*
- 6. Koudounis Nikolaos of Konstantinos,*
- 7. Komninos Christos-Alexis of Konstantinos,*
- 8. Stassinopoulos Elias of Nikolaos,*
- 9. Kantzia Aikaterini-Nafsika of Adamantios,*
- 10. Kleniati - Papaioannou Athanasia of Konstantinos,*
- 11. Loumiotis Vasileios of Ioannis,*
- 12. Sakellaris Ploutarchos of Konstantinos,*
- 13. Aikaterinari Ourania of Nikolaos – Parmenion,*
- 14. Sofis Thomas George of George,*
- 15. Lakkotrypis Georgios of Antonios.*

*Specifically, the Committee, following the procedure provided in its Rules of Operation (in the Annex thereof) for the evaluation of the suitability of the candidate members of the Board of Directors, proceeded to the following actions:*

*A) Regarding the (individual and collective) suitability criteria. Regarding the verification of the fulfillment of the eligibility criteria of the candidates to be elected members of the Board of Directors of the Company, the Committee:*

*a) recollected and thoroughly studied the detailed CVs of each of the candidate members of the Board of Directors,*

*b) took into account the participation and general presence of the candidates in the meetings of the existing Board of Directors of the Company throughout its term, of which the candidates are members, in which meetings the members of the Committee with the personal contact they had with the candidate members, the independence of their judgment, the possibility to allocate the necessary time to fulfill their duties, the adequacy of knowledge (including adequate knowledge in the field of activity of the Company, in particular in the sector of the metallurgical products industry or in the raw materials sub-sector, in which the Company is listed on the Athens Stock Exchange), the skills and experience required to perform their duties, were established,*

*c) collected from the candidate members and external sources (judicial, etc.) the solemn declarations and the other documents, certificates, attestations, etc., which, as the case may be, are provided by the approved Sutiability Policy of the Company, such as solemn declarations about non-occurrence of incompatibility / barriers, qualifications, certificates, excerpts from criminal records, etc., in order to confirm the accuracy of the detailed CVs.*

*B) Regarding the conditions and criteria of independence. Regarding the verification of the fulfillment of the independence criteria and conditions, within the meaning of article 9 par. 1 and 2 of law 4706/2020, as in force, of the candidates to be elected members of the Board of Directors of the Company, the Committee:*

*a) received solemn declarations from the proposed independent members, regarding their independence of the Company, within the meaning of article 9 par. 1 and 2 of law 4706/2020, as in force,*

*b) carried out an investigation and audit in the shareholders' register of the Company and found that they do not hold shares of the Company and that none of the cases of article 9 par. 2 par. a) of law 4706/2020, as in force, occurs,*

*c) carried out a research and audit of the Company's accounting books and contracts and found that none of the proposed members is a significant customer or supplier of the Company and that none of the cases of article 9 par. 2 par. b) of law 4706/2020, as in force, occurs,*

*d) carried out a research and audit in the Company's Articles of Association, in the Minutes of the meetings of the Board of Directors and the General Meetings of the Company and its affiliated companies for a period of ten years, in the data of the Financial Department, the Accounting Office, where lists of persons who provided services of employment, work, independent services or any other form, are kept, for a period of three years, in the financial statements of the Company and its affiliated companies, for a period of three years, in relation to those who carried out mandatory audits in the Company and its affiliated companies, and further, from research and*

*audits conducted through personal contacts and interviews with persons, executives and employees and shareholders of the Company with many years of knowledge of the Company's corporate affairs and its Group, it was confirmed that for the proposed, as independent, members of the Board of Directors of the Company, the cases ca), cb), cc), cd), ge), gst) and cg) of paragraph 2 of article 9 of law 4706/2020, as in force, do not occur.*

*In particular, during the evaluation process of the above candidates in terms of determining the fulfillment (a) of the eligibility criteria in accordance with the Suitability Policy and (b) the conditions of independence defined in article 9 par. 1 and 2 of law 4706/2020, as in force, the following, as the case may be, were established unanimously (with the exception that with regard to the evaluation of a candidate who is a member of the Committee, that member abstained from expressing an opinion and voting in person and the relevant consideration was made by the other two members of the Committee):*

*A) Individual Suitability*

*1) Michail Stassinopoulos of Nikolaos*

- *Mr. Michael Stassinopoulos was born in Athens in 1967. He graduated from Athens College (1985) and holds a Bachelor's Degree in Management Sciences from London School of Economics (1989). He also holds a postgraduate diploma (MSc) in Shipping, Trade and Finance from City University Business School UK. He was a member of the Board of Directors of Elval SA Aluminium Industry for 11 years.*
- *He also holds the following positions:*
  - *Chairman (non-executive member) of the Board of Directors of ELVALHALCOR S.A.*
  - *Executive Member of the Board of Directors of Viohalco S.A. (since 2013).*
  - *Member of the Board of Directors of the Hellenic Federation of Enterprises (since 2016 as well as during 1996 – 2006).*
  - *Member of the Board of Directors of EL.K.E.ME. Hellenic Metal Research Center S.A.*
  - *Member of the Board of Directors of the non-profit company HELLENIC PRODUCTION – INDUSTRY ROUNDTABLE FOR GROWTH.*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

*(a) has the required knowledge, skills and experience to perform his duties and significant practical experience from his term as a member, and during the previous year as Chairman, of the Board of Directors of the Company, and in this context, in matters*

*related to business activity and the object of work of the Company and the operation of its Board of Directors;*

*(b) has the guarantees of morality (honesty and integrity) and reputation which he is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*

*(c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of his duties, and*

*(d) may devote the time required to carry out his role within the Company, as his participation in the boards of directors of other companies, as mentioned above, is considered incapable of influencing the performance of his duties, given that during the current term of the above candidate as a member and Chairman of the Board of Directors of the Company, such candidate participated continuously and actively in all meetings of the Board of Directors and successfully directed its work and ensured that the Board of Directors meets and takes decisions on all matters falling within its competence, as required by the relevant applicable regulatory framework.*

*2) Dimitrios Kyriakopoulos of Georgios*

- *Mr. Dimitrios Kyriakopoulos studied Business Administration at AUEB and holds a Diploma in Business Studies from the City of London College and Marketing from the British Institute of Marketing.*
- *He works for Viohalco since 2006, and since holds various managerial positions, among them financial manager of Viohalco and vice-chairman of the non-ferrous metals. Prior to Viohalco, he had a long standing career in Pfizer/Warner/Lambert holding the position of Regional Director of Europe / Middle East / Africa of ADAMS (Confectionery Division of Pfizer), chairman of the consumer products of Warner Lambert for Italy/ France/ Germany, and President and CEO of Warner Lambert in Greece. He was also appointed Deputy Managing Director of Duty Free SA.*
- *He also holds the following positions:*
  - *Vice-chairman (executive member) of the Board of Directors of ELVALHALCOR S.A.*
  - *Vice-chairman (executive member) of the Board of Directors of Cenergy Holdings S.A.*
  - *Chairman of the Board of Directors of ANOXAL S.A.*
  - *Member of the Board of Directors of TEKA SYSTEMS S.A.*
  - *Chairman of the Board of Directors of TECHOR S.A.*
  - *Chairman of the Board of Directors of ELVIOK S.A.*
  - *Member of the Board of Directors of SYMETAL ALUMINIUM FOIL INDUSTRY S.A.*

- *In his capacity as Vice President and Executive Member of the Board of Directors of the Company during his current term, he supervised and coordinated the process of identifying gaps / deficiencies in the Company's compliance with the new regulatory framework for corporate governance under Law 4706/2020 in cooperation with an external consultant specialized in corporate governance, and, in constant communication with the Audit Committee and the Remuneration and Nomination Committee of the Company, monitored, inter alia, the relevant updating and adjustment of the Company's Rules of Operation, the adoption and implementation of the envisaged policies and procedures and the briefing of the Company's staff regarding the new regulations.*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

- (a) has the required knowledge, skills and experience to perform his duties and significant practical experience from his term as a member, and during the previous year as Vice-Chairman, of the Board of Directors of the Company, and in this context, in matters related to business activity and the object of work of the Company and the operation of its Board of Directors;*
- (b) has the guarantees of morality (honesty and integrity) and reputation which he is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*
- (c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of his duties, and*
- (d) may devote the time required to carry out his role within the Company, as his participation in the boards of directors of other companies, as mentioned above, is considered incapable of influencing the performance of his duties, given that during the current term of the above candidate as a member and Vice-Chairman of the Board of Directors of the Company, such candidate participated continuously and actively in all meetings of the Board of Directors and supported the Chairman of the Board of Directors, as well as devoted sufficient time to his engagement in the current affairs of the the Company at the highest executive level.*

*3) Lampros Varouchas of Dimitrios*

- *Mr. Lampros Varouchas is an Electrical Engineer of the NTUA and he has been working in the companies of the Aluminium Rolling Division of the ELVALHALCOR (former Elval) Group since 1969. He has served as Factory Manager, and from 1983 to 2004 he was the Technical Director responsible for the implementation and design of the Company's Investment Program. Since 2005 he holds the position of the General Manager of the Aluminium Rolling Division of ELVALHALCOR S.A.. He is also a Technical Issues Officer of BRIDGNORTH ALUMINIUM LTD.*

- *He also holds the following positions:*
  - *Executive Member of the Board of Directors of ELVALHALCOR S.A.*
  - *Member of the Board of Directors of BRIDGNORTH ALUMINIUM LTD.*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

*(a) has the required knowledge, skills and long and exceptional experience, in great width and, mainly, in great depth, in the sector, in which the Company operates, i.e. in the industry of raw materials – metallurgy production, as well as knowledge of the highest degree of the culture, the values and the general strategy of the Company, given the candidate’s long-lasting former service in positions of responsibility within the Company,*

*(b) has the guarantees of morality (honesty and integrity) and reputation which he is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*

*(c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of his duties, and*

*(d) may devote the time required to carry out his role within the Company, as his participation in the boards of directors of other companies, as mentioned above, is considered incapable of influencing the performance of his duties, given that during the last 17 years he has exercised successfully his duties as General Manager of the Aluminium Segment and throughout his current term as an executive member of the Board of Directors of the Company, such candidate participated continuously and actively in all meetings of the Board of Directors.*

#### *4) Panagiotis Lolos of Charalampos*

- *Mr. Panos Lolos was born in 1972. He holds a B.A. in Political Science & International Studies from Panteion University, an M.A. in International Economics from North Carolina State University and an MBA from the University of Piraeus.*
- *From 2000 until 2001 he worked in AV VASSILOPOULOS S.A., a subsidiary of the Belgian food retailer DELHAIZE. Since 2001, he joined the heavy industry, having an experience in the domestic and exports sales of former “HALCOR S.A.” and now “ELVALHALCOR HELLENIC COPPER AND ALUMINIUM INDUSTRY S.A.” (Copper Segment / Copper & Alloys Extrusion Division – “HALCOR”). He holds the position of the General Manager of the Copper Segment of ELVALHALCOR S.A. since 2021, whereas he also holds the position of the General Manager of the Copper & Alloys Extrusion Division of ELVALHALCOR S.A. since 2020.*
- *He is a registered member of the ECONOMIC CHAMBER OF GREECE.*

- *He has a strong interest in technology, competition, pricing techniques, regulation, market analysis and marketing strategies in the heavy industry.*
- *Apart from industry-related topics, his public presence and his published articles in Greek and English are related to the economy and the regulation policies.*
- *He also holds the following positions:*
  - *Executive Member of the Board of Directors of ELVALHALCOR S.A.*
  - *Member of the Board of Directors of SOFIA MED A.D.*
  - *Chairman of the ASSOCIATION OF INDUSTRIES OF CENTRAL GREECE.*
  - *Member of the Board of Directors of EANEP-O.A. S.A.*
  - *Member of the Board of Directors of EDEP-O.A. S.A.*
  - *Member of the Board of Directors of the HELLENIC FEDERATION OF ENTERPRISES (in which he holds the position of the Chairman of the International Trade Committee).*
  - *Member of the Board of Directors of the non-profit company HELLENIC PRODUCTION – INDUSTRY ROUNDTABLE FOR GROWTH.*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

- (a) has the required knowledge, skills and long and exceptional experience, in great width and, mainly, in great depth, in the sector, in which the Company operates, i.e. in the industry of raw materials – metallurgy production, as well as knowledge of the highest degree of the culture, the values and the general strategy of the Company, given the candidate's long-lasting former service in positions of responsibility within the Company,*
- (b) has the guarantees of morality (honesty and integrity) and reputation which he is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*
- (c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of his duties, and*
- (d) may devote the time required to carry out his role within the Company, as his participation in the boards of directors of other companies, as mentioned above, is considered incapable of influencing the performance of his duties, given that he exercises successfully his duties as General Manager of the Copper and & Alloys Extrusion Division of the Company since 2020 and as General Manager of the Copper Segment of the Company since 2021.*

*5) Konstantinos Katsaros of Georgios*



- *Mr. Katsaros is a Mechanical and Electrical Engineer of the National Technical University of Athens. He is an Aeronautical Engineer of the Ecole Nationale Supérieure d 'Aeronautique (Paris) and a Ph.D. Engineer of the University of Paris. He has been working in the Aluminium Rolling Division of ELVALHALCOR (former Elval) since 1974 and he is mainly engaged in the international development of the division. Previously he worked in Pechiney in France for 6 years.*
- *He also holds the following positions:*
  - *Executive Member of the Board of Directors of ELVALHALCOR S.A.*
  - *Vice-chairman of the Board of Directors of BRIDGNORTH ALUMINIUM LTD.*
  - *Chairman of the Board of Directors of EL.K.E.ME. Hellenic Metal Research Centre S.A.*
  - *Member of the Board of Directors of VIOMAL S.A.*
  - *Member of the Board of Directors of METAL AGENCIES LTD.*
  - *Member of the Board of Directors of GENECOS S.A.*
  - *Chairman of the Board of Directors of ALURAME S.r.l.*
  - *Member of the Board of Directors of DIA.VI.PE.THI.V. S.A.*
  - *Member of the Board of Directors of BASE METAL TICARET VE SANAYI ANONIM SIRKETI.*
  - *Member of the Board of Directors of HELLENIC RECOVERY RECYCLING CORPORATION S.A. (HERRCO).*
  - *Vice-chairman of the Board of Directors of Aluminium Association of Greece.*
  - *Member of the Board of Directors of the European Aluminium (former European Union of Aluminium).*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

- (a) has the required knowledge, skills and long and exceptional experience, in great width and, mainly, in great depth, in the sector, in which the Company operates, i.e. in the industry of raw materials – metallurgy production, as well as knowledge of the highest degree of the culture, the values and the general strategy of the Company, given the candidate's long-lasting former service in positions of responsibility within the Company,*
- (b) has the guarantees of morality (honesty and integrity) and reputation which he is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*

*(c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of his duties, and*

*(d) may devote the time required to carry out his role within the Company, as his participation in the boards of directors of other companies, as mentioned above, is considered incapable of influencing the performance of his duties, given that such candidate participated continuously and actively in all meetings of the Board of Directors during its current term.*

*6) Nikolaos Koudounis of Konstantinos*

- *Mr. Nikolaos Koudounis is a graduate of the Athens University of Economics and Business. He has been working in subsidiaries of the VIOHALCO group since 1968 and served as the Financial Director of the Aluminum Rolling Division of ELVALHALCOR SA. (former ELVAL SA) (1983), General Manager of the Aluminum Rolling Division of ELVALHALCOR SA (former ELVAL SA) (2000) and CEO of FITCO SA (2004).*
- *During his long-standing career, he has performed audits for corporations operating in the production and processing of metal products. In addition, he has published numerous articles in magazines and in the regional and Athenian press on development issues, spatial planning issues, business parks and business taxation.*
- *He also holds the following positions:*
  - *Non-executive Member of the Board of Directors of ELVALHALCOR S.A.*
  - *Member of the Audit Committee of ELVALHALCOR S.A.*
  - *Member of the Board of Directors of ANOXAL S.A.*
  - *Vice-chairman of the Board of Directors of VEPAL S.A.*
  - *Member of the Board of Directors of TECHOR S.A.*
  - *Chairman of the Board of Directors of ELVAL COLOUR S.A.*
  - *Vice-chairman of the Board of Directors of SYMETAL S.A.*
  - *Chairman of the Board of Directors of DIA.VI.PE.THI.V. S.A.*
  - *Member of the Board of Directors of the Hellenic Federation of Enterprises (SEV).*
  - *Member of the Board of Directors of the Hellenic Association of Business Parks (HELABP).*
  - *Member of the Board of Directors of the (non-profit company) Agrifood Partnership of Central Greece (APCG).*
  - *He has also served as Member of the Remuneration and Nomination Committee of ELVALHALCOR SA. in the past.*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

- (a) has the required knowledge, skills and experience for the exercise of his duties, with expertise in the sector, in which the Company operates, i.e. in the industry of raw materials – metallurgy production, as well as knowledge of the highest degree of the culture, the values and the general strategy of the Company, given the candidate's long-lasting former service in positions of responsibility within the Company and the other companies of its Group, as well as in the Board of Directors of the Company and in its Committees,*
- (b) has the guarantees of morality (honesty and integrity) and reputation which he is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*
- (c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of his duties, and*
- (d) may devote the time required to carry out his role within the Company, as his participation in the boards of directors of other companies, as mentioned above, is considered incapable of influencing the performance of his duties, given that such candidate participated continuously and actively in all meetings of the Board of Directors and the Audit Committee during his current term of office.*

*7) Christos-Alexis Komninos of Konstantinos*

- *Mr. Christos Komninos is a Graduate (MSc) of the Department of Chemical Engineering of the Technical University of Istanbul (1971). During his career he has worked in many firms, like COCA-COLA 3E (1972-1987), where he assumed a leading position, as CEO of Coca-Cola Bottlers Ireland (a subsidiary of COCA COLA 3E) in 1987-1990 and later as CEO of the above said COCA COLA 3E until 2000, as Chairman and CEO, of PAPASTRATOS SA (2000-2004), as Executive Vice Chairman of SHELMAN SA, ELMAR S.A., (2005-2010) and as Chairman of the BoD of Hellenic Petroleum SA (2011-2014).*
- *In addition to the above, Mr. Komninos has been Vice Chairman of the BoD and member of the Executive Committee of the Hellenic Federation of Enterprises (SEV) and he has been a member of the BoD of FINANSBANK (Turkey), of the BoD of ANADOLU EFES (Turkey) and of the BoD of HALCOR SA. (current ELVALHALCOR SA).*
- *During his long career, Mr. Komninos has taken on important administrative duties and has gained experience in managing companies with international activities. He is fluent in English, French, Italian and Turkish.*
- *He also holds the following positions:*
  - *Non-executive Member of the Board of Directors of ELVALHALCOR S.A.*

- *Non-executive Member of the Board of Directors of THRACE PLASTICS HOLDING AND COMMERCIAL SOCIETE ANONYME.*
- *Member of the Board of Directors of BASE METAL TICARET VE SANAYI ANONIM SIRKETI.*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

- (a) has the required knowledge, skills and experience for the exercise of his duties and significant practical experience from his former term as member of the Board of Directors of the Company, and, in this context, in the issues relating to the business operation and the business scope of the Company and the operation of its Board of Directors,*
- (b) has the guarantees of morality (honesty and integrity) and reputation which he is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*
- (c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of his duties, and*
- (d) may devote the time required to carry out his role within the Company, as his participation in the boards of directors of other companies, as mentioned above, is considered incapable of influencing the performance of his duties, given that such candidate participated continuously and actively in all meetings of the Board of Directors during his current term of office.*

*8) Elias Stassinopoulos of Nikolaos*

- *Mr. Elias Stasinopoulos holds a Ph.D. from the Technical University of Clausthal-Zellerfeld in Germany and has been working in the LHoist Group since 1994 in leading positions of responsibility. He speaks in addition to Greek, English, French, German.*
- *Moreover, he holds a professional license as metallurgist engineer (rock and soil metallurgy) from the Technical Chamber of Greece.*
- *He also holds the following positions:*
  - *Non-executive Member of the Board of Directors of ELVALHALCOR S.A.*
  - *Member of the Board of Directors of STOMANA INDUSTRY S.A.*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

- (a) has the required knowledge, skills and experience in the sector, in which the Company operates, and for the exercise of his duties and, in addition, significant practical experience from his former term as member of the Board of Directors of the Company,*

*and, in this context, in the issues relating to the business operation and the business scope of the Company and the operation of its Board of Directors,*

*(b) has the guarantees of morality (honesty and integrity) and reputation which he is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*

*(c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of his duties, and*

*(d) may devote the time required to carry out his role within the Company, as his participation in the boards of directors of other companies, as mentioned above, is considered incapable of influencing the performance of his duties, given that such candidate participated continuously and actively in the meetings of the Board of Directors during his current term of office.*

*9) Aikaterini-Nafsika Kantzia of Adamantios*

- *Mrs. Aikaterini-Nafsika Kantzia holds a Degree in Law from National and Kapodistrian University of Athens; Upper Second-Class Honours. As far as her professional experience, she practiced law from 1974-1993 at The Hellenic Chemical Products and Fertilizers Company S.A., Chemical Industries of the BODOSSAKI Group, and at the Greek Wine and Spirits Company S.A. and Larco S.A., belonging to the same group of companies. Within 1993-1996 she worked for the Greek Wine and Spirits Company S.A. and Larco S.A.. In 1988, she began collaborating with VIOHALCO group of companies and offered her services as a freelancer to various subsidiary companies namely SIDENOR S.A., HELLENIC CABLES S.A., METEM S.A., VET S.A., VIOTIA CABLES S.A., ALUMINIUM OF ATHENS S.A., ELLINIKI XALIVDEMPORIKI S.A., ERLIKON S.A., VECTOR S.A., DEPAL S.A., SIDEP S.A, VIEM S.A., TELECABLES S.A., and STEELMETAL S.A.*
- *From 1995 until today she provides services as an in-house attorney to the companies SIDENOR S.A. and STEELMET S.A. She is Head of the Central Legal Department of the Group of VIOHALCO S.A.*
- *Furthermore, Mrs. Kantzia has language diplomas in both German (Grosses Sprachdiplom) and French (Sorbonne II). She attains intermediate knowledge of the English language.*
- *She also holds the following positions:*
  - *Non-executive Member of the Board of Directors of ELVALHALCOR S.A.*
  - *Member of the Remuneration and Nomination Committee of ELVALHALCOR S.A.*
  - *Member of the Board of Directors of THE S.A.N.D. COLLECTION-VILLAS AND LUXURY APARTMENTS S.A.*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

- (a) has the required knowledge, skills and experience for the exercise of her duties and significant practical experience from her former term as member of the Board of Directors of the Company, and, in this context, in the issues relating to the business operation and the business scope of the Company and the operation of its Board of Directors,*
- (b) has the guarantees of morality (honesty and integrity) and reputation which she is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*
- (c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of her duties, and*
- (d) may devote the time required to carry out her role within the Company, as her participation in the boards of directors of other companies, as mentioned above, is considered incapable of influencing the performance of her duties, given that such candidate participated continuously and actively in all meetings of the Board of Directors during her current term of office.*

*10) Athanasia Kleniati - Papaioannou of Konstantinos*

- *Ms. Athanasia Kleniati Papaioannou is a graduate of the School of Economics of the University of the Rhine "Frederick - William" in Bonn. The subject of her thesis was the comparison of regional productivity by industry in Greece and the conducting of economic policy conclusions. As a professional, she has participated in companies active in the retail and wholesale trade.*
- *She was a research associate at the University of Piraeus (Department of Economics) between 1980 and 1998 and in this setting she participated in the University's research programs and taught macroeconomic and microeconomic theory courses. Moreover, she has been involved for two years in conducting and compiling studies in various industries under her role as a research associate of the ICAP Group. She has knowledge of German and English.*
- *She also holds the following position:*
  - *Non-executive Member of the Board of Directors of ELVALHALCOR S.A.*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

- (a) has the required knowledge, skills and experience for the exercise of her duties and significant practical experience from her former term as member of the Board of Directors of the Company, and, in this context, in the issues relating to the business*

*operation and the business scope of the Company and the operation of its Board of Directors,*

*(b) has the guarantees of morality (honesty and integrity) and reputation which she is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*

*(c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of her duties, and*

*(d) may devote the time required to carry out her role within the Company, as indicated by her continuous participation in all meetings of the Board of Directors during her current term of office.*

*11) Vasileios Loumiotis of Ioannis*

- *Mr. Vasileios Loumiotis is a graduate of the Department of Business Administration and Management (1973) of the Athens University of Business and Economics (formerly ASOEE) and holds a Master's Degree in Business Administration (M.B.A.) from Roosevelt University in Chicago (1979).*
- *He is an auditor since 1980 and especially as a member of the Institute of Chartered Accountants of Greece (ΣΟΛ) from 1980 until 1992 and the Institute of Certified Public Accountants of Greece (ΣΟΕΛ) since 1993 until today. From 1993, under his capacity of the Certified Public Accountant, Mr. Loumiotis participates in "Associated Certified Public Accountants S.A." ("SOL S.A.") a partner. During his career as a Certified Public Accountant, he was elected, as auditor, by a significant number of companies to perform audits of annual financial statements. During his tenure as an auditor, he completed projects, as special audits for the initial public offering of companies in the Athens Exchange, corporate valuations, application of International Financial Reporting Standards, for a substantial number of companies. In addition, he served as a member of the technical desk of "SOL S.A." from 2006 until March of 2009. In the past he has audited enterprises of the raw materials – metallurgy sector, indicatively, TITAN S.A., EXALCO S.A., etc.*
- *In regards to his teaching experience, he is serves as a professor for the Training Institute of Certified Public Accountants of Greece (Ι.Ε.Σ.Ο.Ε.Λ.) since 1997, a professor for National and Kapodistrian University of Athens, for the post-graduate course "Master in Applied Auditing", from 2006 until today and a professor for the University of Macedonia for the post-graduate course "Master in Applied Accounting and Auditing" since 2011 to date. In addition to the above, he serves as a professor of "SOL S.A." for the subjects of International Financial Reporting Standards, International Auditing Standards and Consolidated Financial Statements.*

- *In addition to the above, Mr. Loumiotis has sufficient knowledge in the field of activity of the Company, since he has previously controlled companies in the field of raw materials - metallurgy, indicatively, the companies TITAN SA, EXALCO SA, etc..*
- *He also has a rich scientific writing work in the field of auditing and accounting and, in particular, among others, IAS / IFRS and International Standards on Auditing. Indicative books of his:*
  - *Applied Auditing of Enterprises, 3<sup>rd</sup> Edition, SOEL Educational Institute, 2021.*
  - *Practical Issues of Applied Auditing of Enterprises (Based on the International Accounting Standards), Vol. A' and B', 3<sup>rd</sup> Edition, SOEL Educational Institute, 2020.*
  - *Applied Accounting & Auditing of the Consolidated Financial Statements, according to the IFRS and the GRS L.4308/2014, 3<sup>rd</sup> Edition, SOEL Educational Institute, 2021.*
  - *Risk Management and Internal Audit, 3<sup>rd</sup> Edition, SOEL Educational Institute, 2021.*
- *He is an (independent non-executive) member of the Board of Directors of the Company and Chairman of its Audit Committee from 04.01.2021. Therefore, even from this fact, he already has a remarkable familiarity with the object of activity of the Company and practical experience for the performance of his duties as a member of the Board of Directors of the Company, in view of the role, position and prerequisites of the Company required for such position. In the past he was a member of the Remuneration and Nomination Committee of the Company.*
- *He is an independent non-executive member of the Board of Directors and a member and Chairman of the Audit Committee of the societe anonyme under the name "AUTOMATIC ANALYZERS - DIAGNOSTIC REAGENTS AND PRIVATE DIAGNOSTIC LABORATORIES MEDICON HELLAS S.A..*
- *Has the following other professional activities / qualities:*
  - *Chairman of the Scientific Council of SOL.*
  - *Director of Studies of the Training Institute of SOL.*
  - *Member of the Professional Examinations Committee of ELTE.*
  - *Member of the ELTE Professional Examinations Exemption Committee.*
- *He has also served as Member of the Remuneration and Nomination Committee of ELVALHALCOR SA. in the past.*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*



- (a) has the required knowledge, skills and extensive experience for the exercise of his duties and in specific he has knowledge and experience relating to auditing and accounting, as well as and significant practical experience from his former term as member of the Board of Directors of the Company and its Committees, and, in this context, in the issues relating to the business operation and the business scope of the Company,*
- (b) has the guarantees of morality (honesty and integrity) and reputation which he is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*
- (c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of his duties, and*
- (d) may devote the time required to carry out his role within the Company, as his participation in the boards of directors of other companies, as mentioned above, and the other above mentioned professional engagements outside the Company are considered incapable of influencing the performance of his duties, given that such candidate during his current term of office as member of the Board of Directors and member, and Chairman, of the Audit Committee of the Company, participated continuously and actively in all meetings of the Board of Directors and the Audit Committee, directed successfully the meetings of the latter and saw to it, that the Audit Committee convene and resolve on all issues falling into its competence, as required by the applicable regulatory framework.*

*12) Ploutarchos Sakellaris of Konstantinos*

- *Mr. Ploutarchos Sakellaris is Professor of Economics and Finance at Athens University of Economics and Business, focusing his research and teaching on macroeconomics, finance and banking. He holds a Ph.D. in economics and a M.A., a M. Phil. from Yale University, as well as a B.A. degree in economics and computer science from Brandeis University.*
- *Mr. Sakellaris has served as Vice-President and Member of the Management Committee of the European Investment Bank (2008-2012), where he was responsible for risk management and financing in the energy sector. During the period 2004-2008, he was Chairman of the Council of Economic Advisers at the Ministry of Finance, Deputy to the Minister of Finance in the European Union Councils of Eurogroup and ECOFIN, and a member of the EU Economic and Financial Committee (EFC) and the Eurozone Working Group (EWG). He has served as member of the Board of Directors and the Audit Committee of the TITAN Group (2013-2019), a member of the Board of Directors of CreditM (2013-2018), a member of the Board of Directors, the Audit Committee and the Corporate Governance and Nominations Committee of the National Bank of Greece (2004-2008), member of the Board of Directors of the Public Debt Management Agency (2004-2008), as well as Deputy*

*Governor for Greece at the World Bank (2004-2008). His professional career includes the positions of economist at the US Federal Reserve Board (1998-2000), visiting expert at the European Central Bank (2001-2003) and professor at the University of Maryland (1991-2004).*

- *He also holds the following positions:*
  - *Independent Non-executive Member of the Board of Directors of ELVALHALCOR S.A.*
  - *Chairman of the Remuneration and Nomination Committee of ELVALHALCOR SA.*
  - *Member of the Audit Committee of ELVALHALCOR S.A.*
  - *Member of the Board of Directors and Chairman of the Audit Committee of CEPAL HELLAS FINANCIAL SERVICES SINGLE MEMBER S.A. - SERVICING OF RECEIVABLES FROM LOANS AND CREDITS.*
  - *Member of the Board of Directors of the Foundation for Economic & Industrial Research (IOBE).*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

- (a) has the required knowledge, skills and considerable experience for the exercise of his duties and significant practical experience from his former term as member of the Board of Directors of the Company and its Committees, and, in this context, in the issues relating to the business operation and the business scope of the Company,*
- (b) has the guarantees of morality (honesty and integrity) and reputation which he is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*
- (c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of his duties, and*
- (d) may devote the time required to carry out his role within the Company, as his participation in the boards of directors of other companies, as mentioned above, as well as the other above mentioned professional engagements are considered incapable of influencing the performance of his duties, given that during his current term of office as member of the Board of Directors, member of the Audit Committee and member, and Chairman, of the Remuneration and Nomination Committee of the Company, such candidate participated continuously and actively in the meetings of the Board of Director and in all meetings of the Audit Committee and the Remuneration and Nomination Committee of the Company, and, as Chairman of the latter, saw to it, that the Remuneration and Nomination Committee execute its duties successfully and resolve on all issues falling into its competence, as required by the applicable regulatory framework.*

13) *Ourania Aikaterinari of Nikolaos – Parmenion*

- *Rania Ekaterinari has over 25 years of professional experience. She is an independent non-executive member of the board of ELVALHALCOR S.A.*
- *Rania was CEO and executive member of the Board of the Hellenic Corporation of Assets and Participations S.A., the sovereign asset management fund. Before that, Rania was a Partner in Ernst & Young (EY) in Financial Advisory Services and EY energy sector leader for Southeast Europe. During 2010-2015, she served as Deputy CEO and executive member of the Board of Public Power Corporation S.A.*
- *During the period 2000-2010, she worked as senior banker in London and in Greece in both corporate and investment banking in large financial institutions like BNP Paribas, Deutsche Bank and Eurobank. She began her career in London working for Texaco in business development in the oil and gas industry in the Caspian region.*
- *Rania is a member of the advisory board of Dianeosis, member of the Leadership Committee of the Greek American Chamber of Commerce and member of the US based WomenCorporateDirectors. Previously she was member of the Hellenic Corporate Governance Council (HCGC) and member of the Council of Competitiveness in Greece.*
- *She holds a degree in Electrical & Computer Engineering from Aristotle University of Thessaloniki and an MBA from City University Business School in London.*
- *She also holds the following positions:*
  - *Independent Non-executive Member of the Board of Directors of ELVALHALCOR S.A.*
  - *Member of the Remuneration and Nomination Committee of ELVALHALCOR SA.*
  - *Independent Non-executive Member of the Board of Directors and Chairman of the Remuneration and Nomination Committee of MOTOR OIL (HELLAS) CORINTH REFINERIES S.A.*
  - *Independent Non-executive Member of the Board of Directors and Chairman of the Remuneration and Nomination Committee and Member of the Audit Committee of CORAL A.E. OIL AND CHEMICALS COMPANY.*
  - *Non-executive Member of the Board of Directors of HELLENIC ELECTRICITY DISTRIBUTION NETWORK OPERATOR S.A.*
  - *Administrator of EKATI CONSULTING SINGLE MEMBER LTD.*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

*(a) has the required knowledge, skills and experience for the exercise of her duties and significant practical experience from her former term as member of the Board of*

*Directors and the Remuneration and Nomination Committee of the Company, and, in this context, in the issues relating to the business operation and the business scope of the Company,*

*(b) has the guarantees of morality (honesty and integrity) and reputation which she is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*

*(c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of her duties, and*

*(d) may devote the time required to carry out her role within the Company, as her participation in the boards of directors of other companies, as mentioned above, is considered incapable of influencing the performance of her duties, given that during her current term of office as member of Board of Directors and the Remuneration and Nomination Committee of the Company such candidate participated continuously and actively in the meetings of the Board of Directors and all the meetings of the Remuneration and Nomination Committee of the Company.*

*14) Thomas George Sofis of George*

- *Mr. Thomas George Sofis is graduate of the West Point military academy in the USA, and started his career as a pilot of the US Air Force. After that, he assumed various administrative positions in the procurement department of ACF Industries and Westinghouse Corporation. During his long-standing professional career assumed managerial positions in Reynolds Metal Co., Findal SRL and served as sales representative of ELVAL's products in Italy.*

- *He holds the following position:*

- *Independent Non-executive Member of the Board of Directors of ELVALHALCOR S.A.*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

*(a) has the required knowledge, skills and experience for the exercise of his duties and significant practical experience from his former term as member of the Board of Directors of the Company, and, in this context, in the issues relating to the business operation and the business scope of the Company,*

*(b) has the guarantees of morality (honesty and integrity) and reputation which he is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*

*(c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of his duties, and*

*(d) may devote the time required to carry out his role within the Company.*

15) *Georgios Lakkotrypis of Antonios*

- *Mr. Georgios Lakkotrypis holds a BSc. degree in Computer Science and Mathematics from the University of Keele in the United Kingdom (1988-1991) and an MBA in Business Administration, from the University of Colorado in the United States (1993-1995). Between 1991 and 1993 he served as IT Systems Administrator for J & P, one of the top construction companies in the world, where he overlooked the company's IT systems in Benghazi, Libya. Subsequently, he became part of the IBM team in Nicosia, Cyprus (1996-2002) where he worked in sales, and customer and partner relationships.*
- *He then worked for eleven years at Microsoft Corporation, as Cyprus & Malta Business Development Manager (2002-2004), Cyprus Country Manager (2004-2008), Cyprus & Malta Regional Country Manager (2008-2011) and CEE Multi-Country Public Sector Director (2011-2013). During this time, he also served as a non-executive member of the Board of Directors of the then newly established University of Nicosia Research Foundation (2008-2013), the first Board of Directors of the Cyprus Investment Promotion Agency (2007-2011) and the first Board of Directors of the Natural Gas Public Company (2009-2013).*
- *In March 2013, Mr. Lakkotrypis was appointed as Minister of Energy, Commerce, Industry and Tourism of the Republic of Cyprus, a position in which he was reappointed in March 2018. He concluded his term in office in July 2020.*
- *Currently, through his private firm, LMA Advisory Ltd, Mr. Lakkotrypis is providing consultancy services in areas such as digital transformation and energy transition.*
- *He also holds the following positions:*
  - *Independent Non-executive Member of the Board of Directors of ELVALHALCOR S.A.*
  - *Non-executive Member of the Board of Directors of Ronin Europe Ltd.*

*As a result of the above, the fulfillment of the eligibility criteria in accordance with the Suitability Policy is ascertained in the person of the above candidate, as such candidate:*

- (a) has the required knowledge, skills and experience for the exercise of his duties and significant practical experience from his former term as member of the Board of Directors of the Company, and, in this context, in the issues relating to the business operation and the business scope of the Company,*
- (b) has the guarantees of morality (honesty and integrity) and reputation which he is presumed to possess, since the Commission has not been informed of the existence of objective and proven reasons or facts to the contrary;*
- (c) is not in a state of conflict of interest with the Company and has an independent and objective judgment in the performance of his duties, and*

*(d) may devote the time required to carry out his role within the Company, as his participation in the boards of directors of other companies, as mentioned above, as well as the aforementioned professional engagements are considered incapable of influencing the performance of his duties, given that during the current term of office of the above candidate as member of the Board of Directors of the Company, such candidate participated continuously and actively in the meetings of the Board of Directors.*

**B) Collective Suitability**

*Based on the aforementioned on the individual suitability of each candidate member of the Board of Directors of the Company, it is unanimously established that, with the election of the above proposed candidates, the new Board of Directors, with its composition, will be suitable for the exercise of its responsibilities and will contribute to the effective corporate governance of the Company and the balanced decision taking, reflecting the ethical guarantees, reputation, adequacy of knowledge, skills, judgement independence, and experience to perform its role for the benefit of the Company and its Shareholders. The candidate members of the Board of Directors of the Company will collectively be able to make appropriate and informed decisions taking into account the opportunities as well as the various risks and parameters that accompany a business decision, such as business environment and the business prospects in the international markets, the risk appetite, the medium-long term growth strategy decided by the Company, the developments in the sector and the markets, in which the Company operates, the issues related to the protection of the environment, etc. Furthermore, given the role of the Board of Directors of the Company to supervise the top management that plays a very important role of its business and operational activity, the candidate members of the Board of Directors are collectively able to monitor in essence, discuss and critique constructively the decisions of senior executives and intervene directly in situations, if and when required. The Board of Directors, as a whole, has an adequate understanding of the areas for which the members are collectively responsible and has the necessary skills to monitor the implementation of the strategy of the Company and the basic business decisions relating to enterprise matters in the medium term, the financial reporting references, the compliance with the legal and regulatory framework, the understanding of corporate governance issues, the ability to identify and manage risks, the impact of technology on its activity, etc..*

*Furthermore, it is unanimously established that with the above proposed composition of the Board of Directors of the Company there is sufficient representation by gender in a percentage that is not less than twenty-five percent (25%) of all the members of the Board of Directors of the Company, with the resulting fraction being rounded to the previous integral number, according to article 3 par. 1 b) of Law 4706/2020, as in force, as in the fifteen (15) members three (3) women and twelve (12) men are proposed for election.*

*Furthermore, the Company, according to the diversity criteria that it applies in relation to the Board of Directors, has not rejected a person, where despite meeting the criteria of individual suitability, nevertheless differs in terms of gender, race, colour, ethnic or social background, religion or belief, property, birth, disability, age or sexual orientation.*

*C) Non-concurrence of obstacles or incompatibilities in the person of the proposed for election candidate members of the Board of Directors*

*Furthermore, it was ascertained that there are no obstacles or incompatibilities with any provisions of the relevant legal framework of corporate governance, including the Code of Corporate Governance implemented by the Company (Hellenic Code of Corporate Governance issued by the H.C.G.C. of June 2021), the Rules of Operation of the Company and the approved Suitability Policy of the Company in the person of any of the above proposed for election candidate members of the Board of Directors of the Company.*

*D) The incompatibility of article 3 par. 4 of Law 4706/2020, as in force*

*It has been ascertained, according to the relevant personal declarations of all the above candidates for election as members of the Board of Directors of the Company, that the obstacle of the provision of article 3 par. 4 of Law 4706/2020, as in force, does not exist for any of them, i.e. no final court decision recognizing their guilt for loss-making transactions of a listed company or a non-listed company of Law 4548/2018, as in force, with related parties has not been issued within one (1) year, before or before their election, respectively. It is noted that the Company's Articles of Association do not provide for a longer period of time than the above mentioned.*

*E) The assertion of independence*

*From the above proposed for election members of the Board of Directors of the Company, as independent non-executive members of the new Board of Directors of the Company, which following, on the one hand, a relevant examination conducted by the R.N.C., and on the other hand the relevant personal declarations, it was ascertained that the following candidates proposed for election meet the independence criteria of article 9 par. 1 and 2 of Law 4706/2020, as in force:*

- 1. Loumiotis Vasileios of Ioannis,*
- 2. Sakellaris Ploutarchos of Konstantinos,*
- 3. Aikaterinari Ourania of Nikolaos – Parmenion,*
- 4. Sofis Thomas George of George,*
- 5. Lakkotrypīs Georgios of Antonios.*

*In consequence, (a) Loumiotis Vasileios of Ioannis, (b) Sakellaris Ploutarchos of Konstantinos, (c) Aikaterinari Ourania of Nikolaos – Parmenion, (d) Sofis Thomas George of George, and (e) Lakkotrypīs Georgios of Antonios, are proposed by the Committee to be appointed by the Ordinary General Meeting of Shareholders, which will take place on*

24.05.2022, as independent non-executive members of the Board of Directors of the Company.

*In particular, the Committee ascertained that none of the above five (5) candidate members, upon its designation, directly or indirectly holds a percentage of voting rights greater than zero point five percent (0.5%) of the share capital of the Company and each of them is free from financial, business, family or other dependent relationships, which may influence their decisions and their independent and objective judgment.*

*Furthermore, from the performed audit and from the relevant personal declarations submitted by each of the above proposed independent members, it has been established that, apart from the criteria of par. 1 of article 9 of Law 4706/2020, as in force, the indicative dependence criteria of par. 2 of article 9 of Law 4706/2020, as in force, are not met either, as each of the above proposed independent members:*

*a) Does not receive any significant remuneration or benefit from the Company, or from a company affiliated with it, nor does it participate in a stock options scheme or in any other remuneration or benefit system related to the performance, other than the fee for their participation in the Board of Directors or its committees, nor participates in the collection of fixed benefits under the pension system, including deferred benefits, for previous services to the Company.*

*b) Neither the candidate member nor a person, who has close ties with it, maintains or has maintained a business relationship during the last three (3) financial years before their appointment with: ba) the Company or bb) a person affiliated with the Company or bc) a shareholder who directly or indirectly holds a participation percentage equal to or greater than ten percent (10%) of the share capital of the Company during the last three (3) financial years before their appointment, or a company affiliated with them, if this relationship affects or it can affect the business activity of either the Company or the candidate independent non-executive member of the Board of Directors of the Company or the person who has close ties with them. Such a relationship exists especially when the person is a significant supplier or a significant customer of the Company.*

*c) Neither the candidate member nor a person who has close ties with it: ca) has served as member of the Board of Directors of the Company or any company affiliated thereto for more than nine (9) financial years in total at the time of their election, cb) has been an executive or maintained an employment or contractor or services provision relationship or a paid mandate with the Company or with a company affiliated with it during the last three (3) financial years prior to its appointment, cc) has a second degree kinship by blood or by marriage, or is a spouse or partner equated with a spouse, member of the Board of Directors or senior executive or shareholder, with a participation percentage equal to or greater than ten percent (10%) of the share capital of the Company or a company affiliated with it, cd) has been appointed by a certain shareholder of the Company, in accordance with the articles of association, as provided in article 79*



*of law 4548/2018, ce) represents shareholders who directly or indirectly hold a percentage equal to or greater than five percent (5%) of the voting rights at the general meeting of the Company's shareholders during his/her term of office, without written instructions, cf) has conducted a mandatory audit of the Company or a company affiliated with it, either through a company or himself or a second-degree relative by blood or by marriage of him/her or his/her spouse, during the last three (3) financial years prior to his/her appointment, cg) is an executive member in another company, in the Board of Directors of which an executive member of the Company participates as a non-executive member.*

*Also, it was unanimously ascertained that all the above, proposed as independent, within the meaning of article 9 par. 1 and 2 of Law 4706/2020, as in force, non-executive, five (5) candidate members of the Board of Directors of the Company, meet the eligibility criteria and conditions provided by Article 44 of Law 4449/2017, as in force, for their participation in the Company's Audit Committee.*

*F) The lawful composition of the Board of Directors*

*Furthermore, it is unanimously ascertained that with the aforementioned proposed composition of the Board of Directors of the Company, the condition of the lawful composition of the new Board of Directors of the Company to be elected, i.e. the total number – five (5) – of the independent non-executive members of the Board of Directors of the Company in relation to its proposed fifteen-member composition, according to the provision of article 5 par. 2 of Law 4706/2020, as in force, is fulfilled.*

**Decision – recommendation of the Committee**

*Based on the above unanimous findings of the Committee and after a further thorough discussion among its members on all but the eligibility criteria included in the Suitability Policy in relation to the above candidates to be elected as members of the Board of Directors of the Company (hereinafter referred to as “Candidates”) and the documents, supporting evidence and other elements substantiating the suitability of the Candidates were checked, the Committee decided unanimously:*

**1)** *To propose to the Board of Directors of the Company, to recommend to the Ordinary General Meeting of Shareholders of the Company that will take place on 24.05.2022, the election of a new fifteen-member Board of Directors of the Company with an annual term, according to article 11 par. 1 of the Articles of Association of the Company, i.e. until 24.05.2023, which is automatically extended, according to article 85 par. 1 point c of Law 4548/2018, as in force, and article 11 par. 2 of the Company's Articles of Association, until the expiration of the deadline, within which the next Ordinary General Meeting must be convened in 2023 and until the relevant decision is taken, not exceeding two years, consisting of the existing members of the Board of Directors, who are proposed to be re-elected, i.e. the following:*

**1.** *Stassinopoulos Michail of Nikolaos,*

2. *Kyriakopoulos Dimitrios of Georgios,*
3. *Varouchas Lampros of Dimitrios,*
4. *Lolos Panagiotis of Charalampos,*
5. *Katsaros Konstantinos of Georgios,*
6. *Koudounis Nikolaos of Konstantinos,*
7. *Komninos Christos-Alexis of Konstantinos,*
8. *Stassinopoulos Elias of Nikolaos,*
9. *Kantzia Aikaterini-Nafsika of Adamantios,*
10. *Kleniati - Papaioannou Athanasia of Konstantinos,*
11. *Loumiotis Vasileios of Ioannis,*
12. *Sakellaris Ploutarchos of Konstantinos,*
13. *Aikaterinari Ourania of Nikolaos – Parmenion,*
14. *Sofis Thomas George of George,*
15. *Lakkotrypis Georgios of Antonios,*

*as well as the appointment of the Candidates (a) Loumiotis Vasileios of Ioannis, (b) Ploutarchos Sakellaris of Konstantinos, (c) Ourania Aikaterinari of Nikolaos – Parmenion, (d) Thomas George Sofis of George, and (e) Georgios Lakkotrypis of Antonios, as independent non-executive members of the Board of Directors.*

**2)** *That the documents and information contained in the Candidates' dossier are complete and substantiate, without any doubt, that the Candidates meet all suitability and reliability criteria included in the Suitability Policy, for their election as members of the Company's Board of Directors, and, regarding the Candidates (a) Loumiotis Vasileios of Ioannis, (b) Ploutarchos Sakellaris of Konstantinos, (c) Ourania Aikaterinari of Nikolaos – Parmenion, (d) Thomas George Sofis of George, and (e) Georgios Lakkotrypis of Antonios, the conditions of independence defined in article 9 par. 1 and 2 of law 4706/2020, as in force, as well as that there are no obstacles or incompatibility in the face of any Candidate in relation to any relevant provisions, including the Corporate Governance Code (HCGC) applied by the Company and the Rules of Operation of the Company. [...]».*

In consequence with the above proposal of the Board of Directors of the Company of 03.05.2022, which was based on the 29.04.2022 proposal / evaluation report of the RNC, it is proposed that the new Board of Directors of the Company have the following composition, which fully meets the requirements of law 4706/2020 on corporate governance and fully covers the appropriate and appropriate exercise of the responsibilities of the Board of Directors of the Company for the benefit of its

Shareholders, given that, according to the recommendation of the Board of Directors of the Company dated 03.05.2022, which was based on the 29.04.2022 recommendation / evaluation report of the RNC, it was found, among others, that all the criteria of individual and collective suitability of the new candidate members of the Board of Directors of the Company are met, in accordance with article 3 of law 4706/2020, as in force, and the approved Suitability Policy of the Company, there are no obstacles or incompatibilities in the person of the new candidate members of the Board of Directors of the Company, regarding any provisions of the relevant legal framework of corporate governance, including the Corporate Governance Code implemented by the Company (Hellenic Code of Corporate Governance of HCGC of June 2021), the Rules of Operation of the Company and the approved Suitability Policy of the Company, there is no incompatibility / impediment of the provision of article 3 par. 4 of law 4706/2020 for any of the new candidate members of the Board of Directors, as in force, and there is an adequate representation per gender in a percentage that is not less than twenty five percent (25%) of the total members of the new Board of Directors of the Company, with the resulting fraction being rounded to the immediately preceding integral number:

1. Stassinopoulos Michail of Nikolaos,
2. Kyriakopoulos Dimitrios of Georgios,
3. Varouchas Lampros of Dimitrios,
4. Panagiotis Lolos of Charalampos,
5. Katsaros Konstantinos of Georgios,
6. Koudounis Nikolaos of Konstantinos,
7. Komninos Christos-Alexis of Konstantinos,
8. Stassinopoulos Elias of Nikolaos,
9. Kantzia Aikaterini-Nafsika of Adamantios,
10. Kleniati - Papaioannou Athanasia of Konstantinos,
11. Loumiotis Vasileios of Ioannis,
12. Sakellaris Ploutarchos of Konstantinos,
13. Aikaterinari Ourania of Nikolaos – Parmenion,
14. Sofis Thomas George of George,
15. Lakkotrypīs Georgios of Antonios.

In addition, following the above proposal of the Board of Directors of the Company of 03.05.2022, which was based on the suggestion / evaluation report of the RNC of 29.04.2022, it is proposed to the General Meeting of Shareholders of the Company the appointment of: (a) Vassilios Loumiotis of Ioannis, (b) Thomas George Sofis of George,

(c) Ourania Aikaterinari of Nikolaos Parmenion, (d) Plutarchos Sakellaris of Konstantinos and (e) Georgios Lakkotrypīs of Antonios, as independent, within the meaning of article 9 par. 1 and 2 of law 4706/2020, as in force, non-executive members of the Board of Directors of the Company, given that, according to the suggestion / evaluation report of the RNC of 29.04.2022 it has been resolved by the Board of Directors on 03.05.2022 that **(a)** all the provisions of the current legislation, i.e. in article 9 par. 1 and 2 of law 4706/2020, as in force, conditions and criteria of independence, are met in their person, i.e. none of the above mentioned persons, upon their appointment directly or indirectly holds a percentage of voting rights greater than zero party five percent (0.5%) of the share capital of the Company and each of the above mentioned persons is free from financial, business, family or other dependent relations which may affect its decisions and its independent and objective judgment, according to the more specific distinctions and references in article 9 par. 1 and 2 of law 4706/2020, as in force, and **(b)** the conditions provided in article 5 of law 4706/2020, as in force, regarding the legal composition of the new Board of Directors of the Company, i.e. the total number – five (5) – of the independent non-executive members of the Board of Directors of the Company in relation to its proposed fifteen-member composition.

Also, following the above proposal of the Board of Directors of the Company of 03.05.2022, which was based on the recommendation / evaluation report of the RNC of 29.04.2022, all the above , proposed as independent, within the meaning of article 9 par. 1 and 2 of law 4706/2020, as in force, non-executive, five (5) candidate members of the Board of Directors of the Company, meet the eligibility criteria and conditions provided in article 44 of law 4449/2017, as in force, for their participation in the Company's Audit Committee.

After a discussion, *the General Meeting of the Company's shareholders*, taking into account the proposal of the Company's Board of Directors of 03.05.2022 as set out above, in accordance with article 18 par. 1 of law 4706/2020, as in force, which has been posted on the Company's website on 03.05.2022 and was based (the proposal of the Board of Directors of the Company) on the recommendation / evaluation report of the RNC of 29.04.2022, after finding that:

**a)** all the criteria of individual and collective suitability of the new candidate members of the Board of Directors of the Company are met, in accordance with article 3 of law 4706/2020, as in force, and the approved Suitability Policy of the Company,

**b)** there are no obstacles or incompatibilities in the person of the new candidate members of the Board of Directors of the Company, regarding any provisions of the relevant legal framework of corporate governance, including the Corporate Governance Code (Hellenic Corporate Governance Code issued by the HCGC of June 2021) applied by the Company, of the Company's Rules of Operation and the approved Company Suitability Policy,

**c)** there is no incompatibility / impediment of the provision of article 3 par. 4 of law 4706/2020, as in force, for any of the new candidate members of the Board of Directors,

**d)** in the person of each of the proposed, as independent non-executive members of the Board of Directors of the Company, the conditions and independence criteria provided in article 9 par. 1 and 2 of law 4706/2020 are met, i.e. none of them, upon their appointment, directly or indirectly holds a percentage of voting rights greater than zero party five percent (0.5%) of the Company's share capital and each of them is free from financial, business, family or other dependent relationships, which may affect the its decisions and its independent and objective judgment, according to the more specific distinctions and references in article 9 par. 1 and 2 of law 4706/2020, as in force,

**e)** the conditions of article 5 of law 4706/2020 are met, as in force, regarding the legal composition of the new Board of Directors of the Company, i.e. the total number – five (5) – of the independent non-executive members of the Board of Directors of Company in relation to its proposed fifteen-member composition,

**f)** in the proposed new Board of Directors of the Company, according to the provision of article 3 of law 4706/2020, as in force, there is sufficient representation by gender in a percentage that is not less than twenty five percent (25%) of all members of the new Board of Directors of the Company, with the resulting fraction being rounded to the immediately preceding integral number, and

**g)** in general, the proposed fifteen-member composition of the new Board of Directors of the Company fully meets the requirements of Law 4706/2020 on corporate governance and the approved Suitability Policy of the Company on the suitability, diversity, adequate representation by gender of the Board of Directors, fully covering the suitable and appropriate exercise of the responsibilities of the Board of Directors of the Company and reflecting the size and activity of the Company, featuring diversity of knowledge, qualifications and experience of the candidate members of the new Board of Directors who can contribute to the accomplishment of business objectives,

*after a legal vote*, by ..... votes, i.e. by a majority of .....% of the votes represented in the General Meeting, ..... in total, of which shareholders representing ..... votes voted against and shareholders representing ..... votes abstained from the voting, *elects* a new Board of Directors of the Company consisting of fifteen members, namely Messrs.

1. Stassinopoulos Michail of Nikolaos,
2. Kyriakopoulos Dimitrios of Georgios,
3. Varouchas Lampros of Dimitrios,
4. Panagiotis Lolos of Charalampos,
5. Katsaros Konstantinos of Georgios,

6. Koudounis Nikolaos of Konstantinos,
7. Komninos Christos-Alexis of Konstantinos,
8. Stassinopoulos Elias of Nikolaos,
9. Kantzia Aikaterini-Nafsika of Adamantios,
10. Kleniati - Papaioannou Athanasia of Konstantinos,
11. Loumiotis Vasileios of Ioannis,
12. Sakellaris Ploutarchos of Konstantinos,
13. Aikaterinari Ourania of Nikolaos – Parmenion,
14. Sofis Thomas George of George,
15. Lakkotrypis Georgios of Antonios,

with a term of office, according to article 11 par. 1 of the Company's Articles of Association, annually, i.e. until 24.05.2023, which is extended, in accordance with the provisions of article 85 par. 1 point c of law 4548/2018 and article 11 par. 2 of the Company's Articles of Association until the expiration of the deadline within which the next Ordinary General Meeting must be convened in 2023 and until the relevant decision is taken, not exceeding the two years, and finally, after the General Meeting found that in the person of each of the five (5) candidates proposed, as independent non-executive members of the Board of Directors of the Company, i.e. Messrs. (a) Vassilios Loumiotis of Ioannis, (b) Plutarchos Sakellaris of Konstantinos, (c) Ourania Aikaterinari of Nikolaos – Parmenion, (d) Thomas George Sofis of George and (e) Georgios Lakkotrypis of Antonios, the conditions and criteria of independence as provided in article 9 par. 1 and 2 of law 4706/2020, as in force, are met, determines as independent non-executive members of the Board of Directors of the Company Messrs. (a) Vassilios Loumiotis of Ioannis, (b) Plutarchos Sakellaris of Konstantinos, (c) Ourania Aikaterinari of Nikolaos – Parmenion, (d) Thomas George Sofis of George and (e) Georgios Lakkotrypis of Antonios.

Item 10: Redefining of the type of the Audit Committee, its term, the number and capacity of its members, as well as appointment of its members, in case that it is designated as an independent committee, according to article 44 of L. 4449/2017, as in force. Appointment of a new Audit Committee.

*Required quorum: 1/5 of the Company's paid up capital.*

*Required majority: 50%+1 of the votes represented at the General Meeting.*

The Ordinary General Meeting of the Company's shareholders that took place on 24.05.2021 had, in relation to the type, composition and number of members of the Company's Audit Committee, decided, in accordance with the provisions of article 44 of

L. 4449/2017, as in force after its amendment by article 74 of L. 4706/2020, the Audit Committee to be a Committee of the Board of Directors, the term of the Audit Committee to be equal to the term of the Board of Directors, i.e. annual, and its members to be three (3) in total, consisting of one (1) non-executive member of the Board of Directors of the Company and two (2) independent non-executive members thereof.

The Board of Directors of the Company, after considering the provisions of par. 1 of article 44 of L. 4449/2017, as in force, and the proposal/evaluation report of the RNC dated as of 29.04.2022, proposes, in the context of the election, according to the above, of a new Board of Directors, that the Audit Committee continue to be a Committee of the Board of Directors, in accordance with the provisions of article 44 of L. 4449/2017, as in force, which consists of three (3) total members, of which two (2) independent, within the meaning of article 9 par. 1 and 2 of L. 4706/2020, as in force, non-executive members of its Board of Directors, and one (1) non-executive member thereof.

The proposed term of the Audit Committee is proposed to be the same as the term of the new Board of Directors of the Company, i.e. to be annual, until 24.05.2023, which can be automatically extended until the expiration of the term, within which the immediate next Ordinary General Meeting of the year 2023 must convene and until the relevant decision is taken, not to exceed two years.

The members of the Audit Committee, given that it will be a committee of the Board of Directors of the Company, will be appointed in accordance with article 44 par. 1 (c) of L. 4449/2017, as in force, by the new Board of Directors of the Company, after it has initially examined and ascertained the fulfillment of the conditions and eligibility criteria in the person of each of them, in order for the Audit Committee to have a legal composition and its members to meet the eligibility criteria, and, where appropriate, independence, according to article 44 par. 1 of L. 4449/2017, as in force, and article 9 par. 1 and 2 of L. 4706/2012, respectively.

The Chairman of the Audit Committee will be appointed, in accordance with article 44 par. 1 (e) of L. 4449/2017, as in force, by its members during its formation in a body and must be independent, within the meaning of article 9 par. 1 and 2 of L. 4706/2020, as in force, by the Company. All members of the Audit Committee should have sufficient knowledge of the sector in which the Company operates, i.e. that of raw materials / metallurgy (see also sector and sub-sector to which the Company belongs on the Athens Stock Exchange and specifically those of raw materials and metallurgy, respectively), while at least one (1) of them, which will be independent of the Company, within the meaning of article 9 par. 1 and 2 of L. 4706/2020, as in force, must have sufficient knowledge and experience in auditing or accounting.

Finally, according to prot. Nr. 427/21.02.2022 document of the Hellenic Capital Market Commission "Questions and answers regarding the provisions of article 44 of law

4449/2017 for the Audit Committee (EU)” and more specifically, according to the item nr. 16 of the said document, “all members of the Audit Committee must have a basic understanding of the financial substance of the financial statements, which the Company publishes and in particular, with regard to the member who has sufficient knowledge in auditing or accounting, this knowledge must be related to international standards”.

After a discussion, the General Meeting of the Company’s Shareholders, taking into account the suggestion of the Board of Directors of the Company of 03.05.2022, as set out above, based on the από 29.04.2022 suggestion / evaluation report of the RNC, after voting, the General Meeting, with ..... votes, i.e. by a majority of ..... % of the votes represented in the General Meeting, of total ....., adopts the above proposal of the Board of Directors on the subject and decides, according to article 44 of L. 4449/2017, as in force, the redefining of the Audit Committee of the Company, as a Committee of the Board of Directors of the Company, with a term of office equal to the term of the Board of Directors of the Company, i.e. an one-year term, and comprised by three (3) members in total, of which two (2) independent non-executive members of the new Board of Directors of the Company, who meet the independence criteria provided in article 9 par. 1 and 2 of L. 4706/2020, as in force, and one (1) non-executive member of Board of Directors of the Company. The members of the Audit Committee will be appointed by the Board of Directors of the Company, after having established, following examination, the fulfillment of the conditions and eligibility criteria in the person of each of them, so that the Audit Committee has a legal composition and its members meet the eligibility, and, as the case may be, the independence criteria, in accordance with article 44 par. 1 of L. 4449/2017, as in force, and article 9 par. 1 and 2 of L. 4706/2012, respectively, and its President, independent from the Company, within the meaning of article 9 par. 1 and 2 of L. 4706/2020, as in force, will be appointed by its members during its formation in a body, according to article 44 par. 1 (e) of L. 4449/2017, as in force.

Shareholders representing ..... votes vote against.

Shareholders representing ..... votes abstain from the vote.

Item 11: Grant of permission, in accordance with article 98 paragraph 1 of L. 4548/2018 to the members of the Board of Directors and the Company’s executives to participate in Boards of Directors or in the management of companies of the Company’s Group pursuing the same or similar purposes.

Required quorum: 1/5 of the Company’s paid up capital.

Required majority: 50%+1 of the votes represented at the General Meeting.

The Board of Directors unanimously proposes to the General Meeting to grant permission pursuant to Article 98, par. 1, of L. 4548/2018, as in force, to the members



of the Company's Board of Directors and its managers to participate in the Board of Directors and/or in the management of the Group's subsidiaries and affiliates, which are pursuing the same or similar objectives as of those pursued by the Company.

After voting, the General Meeting grants the above permission to the members of the Board of Directors and the Company's managers by ..... votes, i.e. by a majority of ..... % of the votes represented in the General Meeting.

Shareholders representing ..... votes vote against.

Shareholders representing ..... votes abstain from the vote.

<b>Item 12:</b> Issue of ordinary bond loans
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*Required quorum: 1/5 of the paid-up share capital of the Company.*

*Required majority: 50%+1 of the votes represented in the General Meeting.*

Following the decision on the issuance of common bond loans of the Ordinary General Meeting of the Company's shareholders as of 24.05.2021, which (decision) maintains its independence in terms of the amount and type of such loans, the General Meeting, following proposal of the Board of Directors, is called to decide additionally on the approval by the General Meeting of the issuance of ordinary bond loans, in accordance with L. 4548/2018 and the other applicable provisions, with the total amount of one hundred and fifty million euros (€150,000,000.00), which will be covered in full by Banks, for the purpose of refinancing short-term or long-term loans, and/or to meet the needs for fixed capital funds, and/or to finance future investment programs, as well as to authorize the Board of Directors to take any further action for the implementation of this decision.

After voting, the General Assembly, following the decision on the issuance of common bond loans of the Ordinary General Meeting of the Company's shareholders as of 24.05.2021, which (decision) maintains its independence in terms of the amount and type of such loans, approves the issuance of ordinary bond loans with a total amount of up to one hundred and fifty million euros (€150,000,000.00), authorizing the Board of Directors to take any further action for the implementation of this decision, with ..... votes, namely by majority of .....% of the votes represented at the General Assembly.

Shareholders representing ..... votes vote against.

Shareholders representing ..... votes abstain from the vote.

<b>Item 13:</b> Presentation to the General Meeting of the annual Activity Report of the Audit Committee of the Company of the financial year 2021 (01.01.2021 – 31.12.2021) in accordance with article 44 paragraph 1 point i) of L. 4449/2017, as in force.
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*Announcement to the General Meeting – not put to vote.*

The Chairman of the General Meeting gave the floor to the outgoing Chairman of the Audit Committee of the Company, Mr. Vasileios Loumiotis, who was present at the General Meeting, who informed the Shareholders of the Company for the activities of the Audit Committee at the end of the corporate year 2021, by presenting to the General Meeting the Annual Report of the Audit Committee of the Company for the corporate year 2021 (01.01.2021 – 31.12.2021), in accordance with article 44 par. 1 point i) of L. 4449/2017, as in force. It is noted that the above Report of the Audit Committee is included in the Annual Financial Report for the corporate year 2021 of the Company and has been posted and is available on the Company's website <https://www.elvalhalcor.com/investor-relations/shareholder-information/shareholders-meetings/>.

It is pointed out that this item and the above Report are not put to vote.

**Item 14:** Presentation to the General Meeting of the Report of the Independent Non-Executive members of the Board of Directors of the Company in accordance with article 9 par. 5 of L. 4706/2020, as in force.

*Announcement to the General Meeting – not put under vote.*

The Chairman of the General Meeting brought to the attention of the General Meeting the Report of the Independent Non-Executive Members of the Board of Directors of the Company in accordance with article 9 par. 5 of L. 4706/2020, as in force. It is noted that the above, submitted to discussion, Report of the Independent Non-Executive Members of the Board of Directors of the Company has been posted and is available on the Company's website <https://www.elvalhalcor.com/investor-relations/shareholder-information/shareholders-meetings/>.

It is pointed out that this item and the above Report are not put to vote.

**Item 15:** Various announcements.

Various announcements.