



FRIGOGLOSS S.A.I.C.

ANNUAL GENERAL MEETING

30th June 2021

**Draft resolutions on the items of the agenda
in accordance with article 123 para. 4 of Law 4548/2018**

ITEM #1: Submission and approval of the Annual Financial Statements (Company's and Consolidated) for the fiscal year 2020 (1.1.2020 - 31.12.2020), including the Management's Report and the Audit Certificate of the Company's Statutory Auditor.

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

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

The Board of Directors will recommend to the Annual General Meeting the approval of the Annual Financial Statements (Company's and Consolidated) for the fiscal year 2020 (1.1.2020-31.12.2020), including the respective Board of Directors' Report and the Audit Certificate of the Company's Statutory Auditor, which have been approved by the Board of Directors pursuant to its resolution under No. 605/17.3.2021.

The Annual Financial Statements (Company's and Consolidated) for the fiscal year 2020 (1.1.2020-31.12.2020), including the respective Board of Directors' Report and the Audit Certificate of the Company's Statutory Auditor have been duly published in accordance with Law 4548/2018 and have been uploaded on the corporate site.

ITEM #2: Submission of the Annual Activity Report of the Audit Committee for the fiscal year 2020 (1.1.2020- 31.12.2020) to the shareholders of the Company.

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

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

The Audit Committee will submit to the Annual General Meeting, in accordance with the provisions of article 74 par. 4 case (i) of Law 4706/2020, the Annual Report of Activities of the Audit Committee, the text of which had been uploaded on the Company's website, in order to fully, sufficiently and thoroughly inform the shareholders regarding the work of the Audit Committee during the fiscal year 2020 (01.01.2020-31.12.2020).



ITEM #3: Approval of the overall management of the Company by the Board of Directors in accordance with article 108 of Law 4548/2018 and discharge of the Statutory Auditor of the Company from any liability for compensation for the fiscal year 2020 (1.1.2020 – 31.12.2020).

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

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

Following the approval of the Annual Financial Statements for the fiscal year 2020 (1.1.2020-31.12.2020), the Annual General Meeting will be called to approve the overall management of the Company by the Board of Directors in accordance with article 108 of Law 4548/2018 for the fiscal year 2020, and further discharge the Statutory Auditor from any liability for compensation for the same fiscal year.

ITEM #4: Submission and vote on the Remuneration Report for the fiscal year 2020 (1.1.2020 – 31.12.2020) in accordance with article 112 of Law 4548/2018.

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

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

The Board of Directors will submit for discussion and vote to the Annual General Meeting the Company's Remuneration Report, which includes a comprehensive overview of the total remuneration received by the members of the Board of Directors within the fiscal year 2020, in accordance with article 112 of Law 4548/2018. The Remuneration Report for the fiscal year 2020 is uploaded as a separate document on the corporate site.

It is clarified that the vote of the Shareholders on the Remuneration Report is of an advisory nature, according to article 112 par. 3 of Law 4548/2018.

ITEM #5: Approval of the remuneration of the members of the Board of Directors for their participation in the meetings of the Board of Directors and other senior executives for their services to the Company for the fiscal year 2020 (1.1.2020 - 31.12.2020).

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

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

With respect to the remuneration payable to the Chief Executive Officer, the members of the Board of Directors for their participation in the Board's meetings and to the Chairman of the Audit Committee during the fiscal year 2020 (1.1.2020-31.12.2020),



including costs and expenses, the Annual General Meeting of the year 2020 had pre-approved the total amount of Euro one million two hundred fifty thousand (€ 1,250,000). The aforementioned amount excludes the variable remuneration of the long-term incentive plan (LTIP) which will be realized after the end of the four year period (2018-21), according to the Company's remuneration policy. An amount of Euro nine hundred forty two thousand (€942,000) was eventually paid in the fiscal year 2020 or granted to be paid in 2021 to the above mentioned persons.

It is proposed that the Annual General Meeting approves the above mentioned payments.

ITEM #6: Pre-approval of the remuneration of the Board of Directors and other senior executives for the fiscal year 2021 (1.1.2021 - 31.12.2021).

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

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

It is proposed that the Annual General Meeting pre-approves for the fiscal year 2021 an amount up to Euro one million five hundred fifty thousand (€1,550,000) as remuneration payable to the Chief Executive Officer, the members of the Board of Directors and the Chairman of the Audit Committee, for their participation in the Board's meetings and Committees and their services to the Company respectively. The aforementioned amount excludes the variable remuneration of the long-term incentive plan (LTIP) which will be realized after the end of the four year period (2018-21), according to the remuneration policy.

ITEM #7: Election and determination of remuneration of the Statutory Auditor for the fiscal year 2021 (1.1.2021 - 31.12.2021).

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

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

The Board of Directors, following the recommendation of the Company's Audit Committee, will propose to elect the auditing firm "PricewaterhouseCoopers" as the Statutory Auditors of the Company for the fiscal year 2021 (1.1.2021-31.12.2021) and to authorize the Company's Board of Directors to negotiate and determine their fees.



ITEM #8: Amendment of the Articles of Association in accordance with the provisions of Law 4706/2020 (amendment of Articles 2, 5, 6, 7, 9, 10, 13 and 16 after further amendments) - codification of Articles of Association in a uniform text.

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

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

The Annual General Meeting shall decide on the amendment of the Articles of Association in accordance with the provisions of Law 4706/2020 as it will be in force (in particular amendment of Articles 2, 5 par. 1, 6 par. 2, 3 & 5, 7, 9 par. 1, 10 par. 2 & 3, 13 and 16 par. 1), according to the draft Articles of Association uploaded on the corporate site (www.frigoglass.com).

Upon resolving on the above amendments and adjustments, the Annual General Meeting shall further decide the codification of the Articles of Association by incorporating the aforementioned amendments in the current text of the Articles of Association. Apart from the above-mentioned supplementations and adjustments the text of the Articles of Association remains unchanged. Finally, the Annual General Meeting shall authorize natural persons to execute and publish the Articles of Association, in accordance with the provisions of law as in force.

ITEM #9: Approval of the Suitability Policy of the members of the Board of Directors in accordance with article 3 of Law 4706/2020.

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

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

The Board of Directors will propose to the Annual General Meeting the approval of the Suitability Policy of the members of the Board of Directors of the Company, which has been prepared in accordance with the provisions of article 3 of Law 4706/2020 and the guidelines of the Hellenic Capital Market Commission as analyzed in particular in Circular No. 60 / 18.09.2020.

In order the shareholders to be timely and properly informed regarding the content of the proposed Suitability Policy of the members of the Board of Directors, the full text of the Suitability Policy has been uploaded on the Company's website.



ITEM#10: Announcement of the appointment of Mrs. Kathleen Verelst as a member of the Board of Directors and appointment of Ms. Kathleen Verelst as an independent non-executive member of the Board.

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

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

The Board of Directors will announce at the Annual General Meeting, in accordance with article 82 par. 1 of Law 4548/2018 and article 6 par. 5 of the Company's Articles of Association, that Ms. Kathleen Verelst was appointed under the decision no. 604 / 12.02.2021 of the Board of Directors non-executive member of the Board of Directors, to replace the resigned non-executive member, Mr. Loukas Komis from the same date and for the rest of his term, i.e. until 14.12.2023.

The Board of Directors, following a relevant recommendation by the Human Resources, Remuneration and Nomination Committee of the Company, will also confirm that Ms. Kathleen Verelst is deemed suitable for the position as she meets all the qualifications for the effective management of the Company and has knowledge in multiple areas and the necessary skills as well as the required experience to contribute decisively to the implementation of the Company's goals. The appointment of Mrs. Kathleen Verelst complies with the provisions of the Company's Corporate Governance Code as well as the Internal Regulation of Operation of the Company. The new member of the Board of Directors is free of all kinds of conflicts to the Company.

Furthermore, in case of non-replacement of the above member by the Annual General Meeting, the Board of Directors will propose to the Annual General Meeting of shareholders the appointment of Mrs. Kathleen Verelst, as an independent member of the Board of Directors since, as it was ascertained by the Board of Directors, she meets all the requirements of the current regulatory framework (namely article 4 par. 1 of Law 3016/2002 valid until 17.07.2021 as well as, in particular, article 9 par.1 and 2 of Law 4706/2020 as it will be in force), conditions and criteria of independence.

Finally, in view of the anticipated entry into force of the articles 1-24 of Law 4706/2020, the Board of Directors will certify to the Annual General Meeting of shareholders that its formation is according to the provisions of the new legal framework and all its elected members are suitable for the role they hold and there is no impediment or any other reason affecting their suitability according to the provisions of the new law, the Code of Corporate Governance issued by the Company and the Internal Regulation of Operation of the Company. In particular, the Board of Directors has ascertained that the independent non-executive members as well as Mr. George Samothrakis (Chairman of the Audit Committee, third party towards the Company and not being a Board member) meet all the independence criteria and qualifications of article 9 para. 1 and 2 of Law 4706/2020 as it will be in force.



NOTE: TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The total number of common registered shares of the company under the trade name "FRIGOGLASS SOCIETE ANONYME OF INDUSTRIAL COOLERS", existing on 9th June 2021, day of the publication of the invitation amounts to three hundred fifty five million, four hundred thirty seven thousand, seven hundred fifty one (355,437,751). Each share gives a right to one vote.