



## FRIGOGLASS S.A.I.C.

### EXTRAORDINARY GENERAL MEETING

14<sup>th</sup> December 2021

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

**ITEM #1: Approval of the new Remuneration Policy in accordance with articles 110 and 111 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 Extraordinary General Meeting**

The Board of Directors will propose to the Extraordinary General Meeting the approval of the new Remuneration Policy for a period of four (4) years, which has been prepared in accordance with the provisions and requirements of the Greek Corporate Governance Code of the Hellenic Federation of Enterprises (edition of June 2021) adopted by the Company.

In order the shareholders to be timely and properly informed regarding the content of the proposed new Remuneration Policy, the full text of the new Remuneration Policy has been uploaded on the Company's website ([www.frigoglass.com](http://www.frigoglass.com)).

**ITEM #2: Approval of the updated 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 Extraordinary General Meeting**

The Board of Directors will propose to the Extraordinary 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 and requirements of the Greek Corporate Governance Code of the Hellenic Federation of Enterprises (edition of June 2021) adopted by the Company.

In order the shareholders to be timely and properly informed regarding the content of the proposed updated Suitability Policy of the members of the Board of Directors, the full text of the updated Suitability Policy has been uploaded on the Company's website ([www.frigoglass.com](http://www.frigoglass.com)).



**ITEM #3: Nominal decrease of the Company's share capital by the amount of €14,217,510.04 to €21,326,265.06, through decrease of the nominal value of the Company's 355,437,751 shares from €0.10 to €0.06 each, according to article 31 of Law 4548/2018, for the purpose of forming a special reserve of equal amount for offsetting losses and amendment of article 3 of the Company's Articles of Association.**

**Required quorum: 1/2 (50%) of the paid-up share capital of the Company**

**Required majority: 2/3 (66.6%) of the votes represented at the Extraordinary General Meeting**

It is proposed that the Extraordinary General Meeting approves the nominal decrease of the Company's share capital by the amount of €14,217,510.04, through decrease of the nominal value of each common registered share with voting right of the Company from €0.10 to €0.06 each, for the fulfillment of the conditions for the application of the provisions of article 119 par. 4 of Law 4548/2018.

The above amount of the reduction (€ 14,217,510.04) will be used:

A) by the amount of € 9,822,545.68 for the offsetting of accounting losses of the previous fiscal year (2020), and

B) by the amount of € 4,394,964.36 for the purpose of forming a special reserve for offsetting future losses, according to article 31 par. 2 of Law 4548/2018.

The above share capital reduction, for the aggregate amount of €14,217,510.04, corresponds to the paid in share capital of the Company registered in the account 40.00.00.00 deriving from cash and other capital contributions of shareholders. The proposed share capital reduction does not relate with the account 40.00.00.01 for share capital from tax free capitalized reserves.

Following the share capital reduction, the Company's share capital shall amount to €21,326,265.06, corresponding to 355,437,751 common registered shares of a nominal value of €0.06 each.

To that respect, it is proposed that the article 3 of the Company's Articles of Association is respectively amended by adding the below mentioned subparagraph to paragraph 1, as follows:

*" [...] By virtue of the Extraordinary General Assembly's resolution dated 14.12.2021, the nominal reduction of the Company's share capital was decided by the total amount of Euro fourteen million two hundred seventeen thousand five hundred ten and four cents (€14,217,510.04), with the reduction of the nominal value of each common registered share of the Company with voting rights by €0.04, namely from €0.10 to €0.06, of which the amount of Euro nine million eight hundred twenty two thousand five hundred forty five and sixty eight cents (€9.822. 545,68) was used for the amortization of accounting losses of the previous fiscal year (2020) and the amount of Euro four million three hundred ninety four thousand nine hundred sixty*



*four and thirty six cents (€4,394,964,36) for the purpose of forming a special reserve for offsetting future losses, according to article 31 para 2 of Law 4548/2018.*

*In view of the above, the share capital of the Company amounts today to euro twenty one million three hundred twenty six thousand two hundred sixty five and six cents (€21,326,265.06) corresponding to three hundred fifty five million four hundred thirty seven thousand seven hundred fifty one (355,437,751) shares of a nominal value of euro ten cents (€0.06) each.”*

**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 23<sup>rd</sup> November 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.