



**FRIGOGLASS S.A.I.C.**

**EXTRAORDINARY GENERAL MEETING**

**29<sup>th</sup> May 2023**

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

**ITEM #1: Election of a new Company's Board of Directors for a three year term and appointment of Independent Members.**

**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 Extraordinary General Meeting, upon reading the uploaded explanatory report - recommendation by the Board of Directors, following the relevant recommendation of the Human Resources, Remuneration and Nomination Committee of the Company, regarding the election of the new members of the Company's Board of Directors, is convened in order to elect the new Board of Directors of the Company, in accordance with the provisions of articles 5 to 9 of Law 4706/2020, article 78 of Law 4548/2018 and the Company's Articles of Association.

In particular, the Board of Directors recommends to the Extraordinary General Meeting:

A) the election of Messrs. Charalambos David, Vasileios Soulis, George Diakaris, George Samothrakis and Zulikat Wuraola Abiola as Members of the Company's Board of Directors,

all of whom possess all the qualifications for the effective management of the Company and have knowledge in multiple fields and necessary skills, as well as the required experience in order to contribute decisively to the implementation of the Company's targets.

CVs of the candidate Members of Board of Directors are available on the corporate website [www.frigoglass.com](http://www.frigoglass.com) used by the Company.

The term of the new Board of Directors is three years, i.e. until 28.5.2026, which can be extended after its expiry until the end of the deadline within which the next Annual General Meeting must convene, without exceeding four (4) years, in accordance with article 6 para. 3 of the Company's Articles of Association.

B) the election of Messrs. George Samothrakis and Zulikat Wuraola Abiola from the above as Independent Members of the Board of Directors of the Company,



who meet all independence criteria and qualifications of article 9 of Law 4706/2020 (namely do not directly or indirectly hold more than zero point five percent (0.5%) of the voting rights of the Company's share capital and are free from financial, business, family or other types of relationships that may affect their decisions and their independent and objective judgment).

In accordance with the above explanatory report - recommendation of the Board of Directors, the proposed members of the Board of Directors were selected because they meet the criteria of individual suitability, as specified in the approved Company's Suitability Policy, while at the same time the proposed composition of the Board of Directors ensures its collective suitability.

Further, there is sufficient gender representation of at least twenty five percent (25%) of the total Board of Directors members, therefore achieving the required diversity, while all necessary measures have been taken in order to ensure that no exclusion is permitted on grounds of sex, race, colour, ethnic or social origin, religion or belief, property, birth, disability, age or sexual orientation.

In addition, in the above explanatory report - recommendation the Board of Directors, the latter confirmed that:

a) there are no impediments or incompatibilities in the person of the above proposed members of the Board of Directors, in accordance with the provisions of the applicable corporate governance legislation, including the Corporate Governance Code (issued by the ESED in June 2021), the Internal Regulation of Operation of the Company and the Company's Suitability Policy, as well as the relevant decisions, circulars and guidelines of the Hellenic Capital Market Commission, as applied by the Company; and

b) the proposed members of the Board of Directors are not subject to the incompatibility of article 3 paragraph 3. 4 of Law 4706/2020.

Pursuant to the provisions of Article 18 par. 1 of Law no. 4706/2020, the aforementioned explanatory report - recommendation of the Board of Directors, which includes the justification of the proposal of the candidates for the Board of Directors and the determination of the suitability criteria of the candidates, in accordance with the Company's Suitability Policy, and the fulfilment of the conditions set forth in article 9 of Law 4706/2020 , with regard to the candidates proposed as Independent members of the Board of Directors, as well as the detailed curriculum vitae of the candidates for members of the Board of Directors have been uploaded on the Company's website ([www.frigoglass.com](http://www.frigoglass.com)) twenty (20) days prior to the Extraordinary General Meeting.



**ITEM #2: Resolution regarding the type of the Audit Committee, its term, size and capacity of its Members as well as the appointment of its Members in accordance with article 44 of Law 4449/2017, as in force.**

**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, considering the provisions of article 44 para. 1 of Law 4449/2017, article 9 of Law 4706/2020, as in force, as well as the Company's Internal Regulation of Operation and the Audit Committee's Internal Regulation of Operation, according to which the Audit Committee may consist of:

- (a) non-executive members of the Board of Directors (committee of the Board of Directors) appointed by the Board of Directors, or
- b) non-executive members of the Board of Directors and third parties (independent committee) appointed by the General Meeting of Shareholders, or
- c) only third parties (fully independent committee) appointed by the General Meeting of Shareholders,

recommends the appointment of the Company's Audit Committee as an independent committee (under b) above), with its term to be equal to the term of the Board of Directors and its members to be a total of three (3), comprised in particular of two (2) Independent Non – Executive Members of the Board of Directors and one (1) third party (non-member of the Board of Directors).

As the Audit Committee an independent committee, the Board of Directors recommended with its aforementioned report-recommendation to the Extraordinary General Meeting the election of the following members of the Audit Committee:

1. George Samothrakis – independent non-executive member of the Board of Directors,
2. Zulikat Wuraola Abiola – independent non-executive member of the Board of Directors, and
3. Konstantinos Kotsilinis - third party (non-member of the Board of Directors) and independent

all of whom have sufficient knowledge of the Company's business while in particular Mr. George Samothrakis has sufficient knowledge and experience of auditing and accounting, given he is member of the Institute of Certified Accountants and Auditors of Greece (SOEL), while he has also served as member of Audit Committees of other listed companies. Finally, all of the Audit Committee's members are independent from the Company, according to article 44 para. 1 (d) of Law 4449/2017, as in force and article 9 of Law 4706/2020.



**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 8<sup>th</sup> May 2023, day of the publication of the invitation amounts to three hundred fifty six million, three hundred fourteen thousand, four hundred sixteen (356,314,416). Each share gives a right to one vote.