

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

**ANNUAL GENERAL MEETING**

**5<sup>th</sup> September 2023**

**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 2022 (1.1.2022 - 31.12.2022), 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 2022 (1.1.2022-31.12.2022), 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. 653/28.04.2023.

The Annual Financial Statements (Company's and Consolidated) for the fiscal year 2022 (1.1.2022-31.12.2022), 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 site ([www.frigoglass.com](http://www.frigoglass.com)).

**ITEM #2: Submission of the Annual Activity Report of the Audit Committee for the fiscal year 2022 (1.1.2022- 31.12.2022) 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 website ([www.frigoglass.com](http://www.frigoglass.com)), in order to fully, sufficiently and thoroughly inform the shareholders regarding the work of the Audit Committee during the fiscal year 2022 (01.01.2022-31.12.2022).

**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 2022 (1.1.2022 – 31.12.2022).**

**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 2022 (1.1.2022-31.12.2022), 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 2022, 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 2022 (1.1.2022 – 31.12.2022) 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 2022, in accordance with article 112 of Law 4548/2018. The Remuneration Report for the fiscal year 2022 is uploaded as a separate document on the site ([www.frigoglass.com](http://www.frigoglass.com)).

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 2022 (1.1.2022 - 31.12.2022).**

**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 2022 (1.1.2022-31.12.2022), including costs and expenses, the Annual General Meeting of the year 2022 had pre-approved the total amount of Euro two millions seven hundred and fifty thousand (€2.750.000). The aforementioned amount includes the variable remuneration of the long-term incentive plan (LTIP) for the four-year period (2018-2021), according to the Company's remuneration policy. An amount of Euro two million four hundred forty six thousand (€ 2,446,000) was eventually paid in the fiscal year 2022 or granted to be paid in 2023 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 2023 (1.1.2023 - 31.12.2023).**

**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 2023 an amount up to Euro five hundred fifty thousand (€ 550,000) as remuneration payable to the Chief Executive Officer, the members of the Board of Directors and other senior executives of the Company, for their participation in the Board's meetings and Committees and their services to the Company respectively.

**ITEM #7: Election and determination of remuneration of the Statutory Auditor for the fiscal year 2023 (1.1.2023 - 31.12.2023).**

**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 2023 (1.1.2023-31.12.2023) and to authorize the Company's Board of Directors to negotiate and determine their fees.

**ITEM #8: 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 Annual General Meeting**

The Board of Directors will propose to the Annual General Meeting the approval of the new Remuneration Policy for a period of four (4) years, which contains amendments regarding the long-term incentives and additional benefits for the members of the Board of Directors beyond the annual remuneration.

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 website ([www.frigoglass.com](http://www.frigoglass.com)).

**ITEM #9: Submission of the Report of the independent non-executive members of the Board of Directors to the Annual General Meeting.**

**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 independent non-executive members of the Board of Directors will jointly submit to the Annual General Meeting and for the information of the Company's shareholders, their Report which has been prepared in accordance with the provisions of article 9 par. 5 of Law 4706/2020.

The Report of the Independent Non-Executive Directors has been uploaded on the site ([www.frigoglass.com](http://www.frigoglass.com)).

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