



## **Proposals (drafts of the proposed resolutions) on each item of the Annual Shareholders**

### **Meeting Agenda dated 26 June 2014**

1. *Submission and approval of the annual financial statements, corporate and consolidated and the Board of Directors' and Auditors' report for fiscal year 2013. (1.1.2013 to 31.12.2013).*

*It will be proposed that the shareholders approve in their entirety the annual corporate and consolidated financial statements for financial year 2013 and also the Board of Directors Report (Management Report) and the Auditor's Report for the same fiscal year 2013 .*

2. *Approval of the financial statements' distribution for financial year 2013 and approval of no dividend distribution*

*It will be proposed to the Shareholders to approve the distribution of profits as depicted in the annual financial statements for financial year 2013 and in particular to approve no dividend distribution.*

3. *Discharge of the Board of Directors and Auditors from any liability related to the results of financial year 2013 as well as from the annual financial statements of fiscal year 2013.*

*It will be proposed at the Shareholders Meeting to discharge the Directors and the Auditors from any liability related to the results of the financial year 2013 as well as to the annual financial statements of fiscal year 2013 .*

4. *Approval of the remuneration payable to the Board of Directors for financial year 2013 and pre-approval and determination of the remuneration payable for financial year 2014 and for the first half of 2015.*

*It will be proposed at the Shareholders to approve the remuneration payable to the Board of Directors for financial years 2013 (€ 161.538,47 tax inclusive) and also to pre approve the remuneration payable to the Board of Directors for financial year 2014 (up to € 200.000 tax inclusive ) and for the first half of 2015 (up to € 200.000 tax inclusive)*

5. *Appointment of Statutory Auditors for the audit of financial statements (corporate and consolidated) for financial year 2014 and determination of their remuneration.*

*It will be proposed that the shareholders approve the appointment of the auditing firm HELLENIC AUDITING COMPANY SA (SOEL Reg. Number: 156) as Certified Auditors for the financial year 2014 (auditing of the financial statements corporate and consolidated) approving their fees which are expected to amount to approximately € 14.000 before tax.*

6. *Approval and contracts validation between the Company and individuals of article 23 par.1 Codified Law 2190/1920. Authorization to the Board members for their participation in the management other companies of the Group, in accordance with article 23 par. 1 of Codified Law 2190/1920.*

*It will be proposed to the Shareholders to approve the contracts, if any between the Company and individuals and the shareholders will be informed upon the progress of the merger procedure (absorption by the Company of its subsidiary under the name KESTREL SA). The Board of Directors will also request the shareholders to permit the members of the BoD to be a shareholder and/or director of any other company of the Group and of the companies which are the Company's shareholders.*

7. *Confirmation of the election of the temporary member of the Board of Directors in place of the resigned Director in compliance with article 22 of Codified Law 2190/1920.*

*It will be proposed to confirm and ratify the election of Mr. Kamil Ziegler as temporary (interim) member of the Board of Directors in place of the resigned Director Mrs. Efthalia Siamani in compliance with article 22 of Codified Law 2190/1920 pursuant to the decision of the Board of Directors dated February 27, 2014 and also to approve all actions and declaration of the above interim member that followed its election*

8. **Other issues**

*No other issues exist to be discussed during the Annual Shareholders' Meeting*