

COMMENTS OF THE BoD OF EYDAP S.A.**ON THE AGENDA OF****THE 35th ANNUAL ORDINARY SHAREHOLDERS' GENERAL MEETING OF EYDAP SA****ON JUNE 16th, 2017****(LAW 3884/2010)****1. Submission and approval of the Annual Corporate and Group Financial Statements, according to the I.F.R.S. for the fiscal year 1.1.2016 - 31.12.2016, the Board of Directors' (BoD) Report and the Independent Auditors' Report of the Company.**

The BoD of EYDAP S.A., following the resolution no. 19182 (WUN: 6FZT46Ψ84Ψ-ZΞΞ), taken during the 1213 meeting of the BoD on April 5, 2017, approved the Annual Corporate and Group Financial Statements of 2016, which were subsequently published as provided by law, at the newspaper "IMERISIA" (07.04.2017). During the above mentioned meeting the BoD also approved the BoDs' Report and the Audit Report compiled by the Chartered Auditors of the Company.

During the 1215rd meeting of the BoD May 10th, 2016, the BoD of EYDAP S.A., decided and recommends to the Ordinary General Meeting of Shareholders the approval of the Annual Corporate and Group Financial Statements in accordance with International Financial Reporting Standards (IFRS) for the fiscal year 1.1.2016 to 31.12.2016, the BoDs' Report and the Audit Report compiled by the Chartered Auditors of the Company.

2. Exemption of the BoD members and the Chartered Auditor from any responsibility for compensation for the fiscal year 1.1.2016-31.12.2016.

The Annual General Meeting of Shareholders will be asked to decide on the exemption of the BoD members and the Chartered Auditors from any responsibility for compensation for the fiscal year 01.01.2016 to 31.12.2016.

3. Validation of the election of a member of the Audit Committee of EYDAP SA and its appointment as an independent non-executive member.

On February 6th 2017, the BoD Member Mr. Nikolaos Sarantis resigned from the Member of the Audit Committee. Following the BoD Decision no 19124/8-2-17, (WUN: 7ΛΘ846Ψ84Ψ-4ΘΒ) the BoD Member Mr. Alexanter Pouliasis was appointed as a Member in the Audit Committee, in replacement of the resigned Member of the Audit Committee Mr. Nikolaos Sarantis. Following the same Decision, the BoD approved the composition of the Audit Committee of EYDAP S.A. by Messrs. Michael Stauroulakis as Chairman, Alexanter Pouliasis and Ioannis Kardaras as Members.

During the 1215th meeting of the BoD on May 10th, 2017, the BoD of EYDAP S.A. decided and recommends to the Ordinary General Meeting of Shareholders the ratification of the election of Mr. Alexandros Poulialis as a member of the Audit Committee of EYDAP SA as provided by article 44 of Law 4449/2017, in replacement of the resigning Member, Mr. Nicholas Sarantis, and its appointment as an independent non-executive member.

4. Approval of dividend distribution concerning profits of fiscal year 2016 to the Shareholders, as well as determination of Shareholders entitled to receive the dividend and of the date for dividend payment.

The BoD of EYDAP S.A., following the Resolution no. 19183 (WUN: 6ΩH746Ψ84Ψ-E6Ψ, correct repetition 07.04.2017), taken during the 1213 meeting of the BoD on April 5th, 2017, decided and recommends to the Annual General Meeting of Shareholders a dividend distribution for the year 2016, totaling 11.715.000,00 €, i.e. dividend of € 0.11 / share.

Entitled to receive the dividend are the shareholders of EYDAP S.A. on June 23rd, 2017 (Record Date).

The dividend payment will be made in accordance with the Athens Stock Exchange Regulation (article 4.1.3.4) on June 29th 2017.

5. Approval of the remunerations paid for the Chairman of the BoD and the Chief Executive Officer, for the fiscal year 2016 accountably for the period starting from 1.7.2016 until 30.6.2017 and approval in advance of the relevant remunerations for the period starting from 1.7.2017 to 30.06.2018.

During the 1215th meeting of the BoD on May 10th, 2017, the BoD of EYDAP S.A. decided and recommends to the Annual General Meeting of Shareholders the approval of:

1. The remuneration of the Chairman of the BoD of EYDAP S.A. Mr. Konstantinos A. Papadopoulos for the period 01.07.2016 to 30.06.2017, amounting to € 57.000,00 gross with additional employer contributions amounting to € 11.690,76.
2. The remuneration of the CEO of EYDAP S.A. Mr. Ioannis Benisis, for the period from 01.07.2016 to 30.06.2017 amounting to €57.000,00 gross with additional employer contributions amounting to € 5.845,38.
3. The accountably remuneration of the Chairman of the BoD of EYDAP S.A. Mr. Konstantinos A. Papadopoulos for the period from 01.07.2017 to 30.6.2018 amounting to € 57.000,00 with additional employer contributions € 11.690,76.
4. The accountably remuneration of the CEO of EYDAP S.A. Mr. Ioannis Benisis, for the period from 01.07.2016 to 30.06.2017 amounting to € 57.000,00 gross with additional employer contributions amounting to € 11.690,76.

6. Approval of the remunerations paid and compensations for the BoD members, the Secretary of the BoD and the Members of the Audit Committee and the Director of Legal Services Division, accountably for the period starting from 1.7.2016 until 30.6.2017 and approval in advance of the relevant remunerations and compensations for the period starting from 1.7.2017 to 30.06.2018.

During the 1215th meeting of the BoD on May 10th, 2017, the BoD of EYDAP S.A., decided and recommends to the Annual Ordinary General Meeting of Shareholders the approval of:

1. The compensation paid to the Members of the BoD for their participation in the meetings of the BoD for the year 2016 amounting to 37.672,44 € gross and meeting fees amounting to € 31.876,68 gross, a total of € 69.549,12 gross with additional employer contributions of € 7,434.72.
2. The compensation paid to the Secretary of the BoD for the year 2016, amounting to € 4,148.40 gross.
3. The compensation paid to the three Members of the BoD that constitute the Audit Committee and have to oversee the Internal Audit function (Law 4449/2017, Art. 44), amounting to €5,642.64 gross and meeting fees amounting to € 5,642.64 gross, a total of € 11,285.28 gross with additional employer contributions of € 1,206.36.
4. The accountably compensation paid to the BoD members, the Secretary, the Director of Legal Services Division and the Audit Committee members for the period from 1.7.2016 to 30.6.2017, which is analyzed as follows:
 - The Members of the BoD compensation amounting to €241.49 gross per month per person and € 2,897.88 gross per one year period per person with additional employer contributions of € 619.56.
 - Meeting fees and movement costs of the BoD members, amounting to €241.49 gross per month per person and €2.897.88 gross per one year period per person with additional employer contributions of € 619.56.
 - The compensation of the Secretary of the BoD, amounting to €345.70 gross per month and € 4,148.40 gross per one year period.
 - The compensation of the Audit Committee members of the Board amounting to € 156.74 gross per month per person and € 1,880.88 gross per one year period per person with additional employer contributions of € 402.12.
 - Meeting fees and movement costs of the three-member of the Audit Committee of the Board amounting to € 156.74 gross per month per person and € 1,880.88 gross per one year period per person with additional employer contributions of € 402.12.
 - The compensation of the Director of Legal Services Division amounting to € 220.11 gross and € 2,641.32 gross per one year period.

- The compensation of the Legal Advisor of EYDAP S.A. amounting to 220.11 gross and € 2,641.32 gross per one year period.

And the pre-approval of:

The compensation that will be paid, for the period from 1.7.2017 to 30.06.2018, to the Members of the BoD, the Secretary of the Board, the Director of Legal Services Division, the Legal Advisor of the Company and to the Audit Committee members of the BoD, which is analyzed as follows:

- The Members of the BoD compensation amounting to € 241.49 gross per person with additional employer contribution.
- Meeting fees and movement costs of the BoD members, amounting to € 241.49 gross per person with additional employer contribution.
- The compensation of the Secretary of the BoD, amounting to € 345.70 gross.
- The compensation of the members of Audit Committee of the Board amounting to € 156.74 gross per person with additional employer contribution.
- Meeting fees of the three-member of Audit Committee of the Board amounting to € 156.74 gross per person with additional employer contribution.
- Compensation of the Director of Legal Services Division amounting to € 220.11 gross
- Compensation of the Legal Advisor of the Company amounting to € 220.11 gross.

7. Selection of Audit Company and approval of remuneration for auditing the annual financial statements for fiscal year 2017, reporting on the Review of Interim Condensed Financial Statements and for granting the Tax Certificate of fiscal year 2017.

During the 1215th meeting of the BoD on May 10th, 2017, the BoD of EYDAP S.A., decided and recommends to the Ordinary General Meeting of Shareholders the selection of the Audit Company “SOL S.A., Audit Accountants” and the designation of Ordinary Chartered Accountants Messrs.’ Efstratios Paparidis (SOEL num. 14351) and Dimitrios Stavrou (SOEL num. 14791) and the designations of deputy Chartered Accountants Mrs Athina Keramitzi (SOEL num. 29421) and Dionysios Papageorgakopoulos (SOEL num. 37221) for fiscal year 2017 concerning:

1. a. The regular audit, by law, of the annual financial statements for the fiscal year 2017, according to the IFRS.

b. The audit of the interim financial statements prepared by the Company for a half-year period ending on 30th of June 2017, according to the IFRS,

with a fee of €47,000.00 plus VAT, according to the offer on 02.05.2017.

2. The granting of the tax certificate for the fiscal year 2017, with a fee amounting to €15,000.00 plus VAT, according to the offer on 02.05.2017.

8. Announcements

Under this agenda item, fall all the announcements upon the topics that the BoD wishes to inform the General Meeting, but neither voting nor resolution are required.