

**COMMENTS OF THE BoD OF EYDAP S.A.****ON THE AGENDA OF****THE 37<sup>th</sup> ANNUAL ORDINARY SHAREHOLDERS' GENERAL MEETING OF EYDAP SA****ON JUNE 26<sup>th</sup>, 2019****(Article 123, Law 4548/2018)****1. Submission and approval of the Annual Corporate and Group Financial Statements, according to the I.F.R.S. for the fiscal year 1.1.2018 - 31.12.2018, the Board of Directors' (BoD) Report and the Independent Auditors' Report of the Company.**

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The BoD of EYDAP S.A., following the resolution no. 20205 (WUN: ΩΜΜΔ46Ψ84Ψ-ΨΛΞ), taken during the 1325<sup>th</sup> meeting of the BoD on April 5<sup>th</sup>, 2019, approved the Annual Corporate and Group Financial Statements of 2018, which were subsequently posted as provided by law, on the Company's website ([www.eydap.gr](http://www.eydap.gr)). During the above mentioned meeting the BoD also approved the BoDs' Report.

During the 1334<sup>th</sup> meeting of the BoD May 29<sup>th</sup>, 2019, 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 1.1.2018 to 31.12.2018, the BoDs' Report and the Audit Report compiled by the Chartered Auditors of the Company.

**2. Approval under Article 108 of the Law 4548/2018 of the overall management of EYDAP SA by the BoD and exemption of the Chartered Auditors from any responsibility for compensation for the fiscal year 1.1.2018 - 31.12.2018.**

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The Annual Ordinary General Meeting of Shareholders will be asked to decide on the approval of the overall management of the Company by the BoD as well as on the exemption of the Chartered Auditors from any responsibility for compensation in accordance with the Article 108 of the Law 4548/2018 and the Article 34 of the Article of Association of EYDAP SA, for the fiscal year 01.01.2018-31.12.2018.

**3. Election of up to nine (9) Members of the BoD, by the majority Shareholder.**

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For the election of up to nine (9) members from the 13-member BoD of EYDAP SA, only the majority Shareholder - "HELLENIC CORPORATION OF ASSETS AND PARTICIPATIONS S.A." and "HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.", is present and votes in accordance with the article 11, paragraph 2, section c of EYDAP Articles of Association.

The term of office of the Members to be elected is five years with the possibility of extending up to one (1) year and ends on 28.06.2024 with the election of new Members by the Annual Ordinary

General Meeting of the Shareholders of EYDAP SA, which will be convened in accordance with the Law by the tenth (10<sup>th</sup>) calendar day of the ninth (9<sup>th</sup>) month of year 2024.

#### **4. Appointment of two (2) Members of the BoD of EYDAP SA as Independent, according to article 3 of Law 3016/2002.**

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During the 1334<sup>th</sup> meeting of the BoD on May 29<sup>th</sup>, 2019, the BoD of EYDAP S.A., decided and recommends to the Annual Ordinary General Meeting of Shareholders the approval of the appointment of two (2) members of the BoD of EYDAP SA as Independent, according to article 3 of Law 3016/2002, by persons who meet the requirements of article 4 of Law 3016/2002 as well as the requirements of the Chapter 2.7 of the Corporate Governance Code -Internal Rules of Operation of EYDAP SA.

#### **5. Election of Members of the Audit Committee of EYDAP SA, in accordance with article 44 of Law 4449/2017.**

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During the 1334<sup>th</sup> meeting of the BoD on May 29<sup>th</sup>, 2019, the BoD of EYDAP S.A., decided and recommends to the Annual Ordinary General Meeting of Shareholders the election of the Audit Committee Members, according to article 44 of Law 4449/2017, with a five-year term ending on 28.06.2024 with the election of new Audit Committee Members by the General Meeting of the Shareholders of EYDAP SA, which will be convened in accordance with the Law until the tenth (10<sup>th</sup>) calendar day of the ninth (9<sup>th</sup>) month of the year 2024.

#### **6. Approval of dividend distribution concerning profits of the fiscal year 2018 to the Shareholders, as well as determination of Shareholders entitled to receive the dividend and of the date for dividend payment.**

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The BoD of EYDAP S.A., following the Resolution no. 20206/05.04.2019 (WUN: ΩΟΕΩ46Ψ84Ψ-Θ52), taken during the 1325<sup>th</sup> meeting of the BoD on April 5<sup>th</sup>, 2019, decided and recommends to the Annual General Meeting of Shareholders a dividend distribution for the year 2018, totaling € 28.755.000,00, i.e. dividend of € 0.27 / share.

Entitled to receive the dividend are the shareholders of EYDAP S.A. on July 1<sup>st</sup>, 2019 (Record Date).

The dividend payment will be made in accordance with the Athens Stock Exchange Regulation (article 4.1.3.4) on July 5<sup>th</sup> 2019.

#### **7. Approval of the remunerations paid for the Chairman of the BoD and the Chief Executive Officer, for the fiscal year 2018 accountably for the period starting from 1.7.2018 until 30.6.2019 and approval in advance of the relevant remunerations for the period starting from 1.7.2019 to 30.06.2020.**

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During the 1334<sup>th</sup> meeting of the BoD on May 29<sup>th</sup>, 2019, the BoD of EYDAP S.A., decided and recommends to the Annual Ordinary 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 starting from 01.07.2018 to 30.06.2019, amounting to € 57.000,00 gross earnings 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 starting from 01.07.2018 to 30.06.2019 amounting to € 57.000,00 gross earnings with additional employer contributions amounting to € 11.690,76.
3. The accountably remuneration of the Chairman of the BoD of EYDAP S.A. Mr. Konstantinos A. Papadopoulos for the period from 01.07.2019 to 30.06.2020 amounting to € 57.000,00 gross earnings 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 01.07.2019 to 30.06.2020 amounting to € 57.000,00 gross earnings with additional employer contributions amounting to € 11.690,76.

**8. Approval of the remunerations paid and compensations for the BoD members and the Members of the Audit Committee of EYDAP S.A., accountably for the period starting from 1.7.2018 until 30.6.2019 and approval in advance of the relevant remunerations and compensations for the period starting from 1.7.2019 to 30.06.2020.**

During the 1334<sup>th</sup> meeting of the BoD on May 29<sup>th</sup>, 2019, 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 period from 01.07.2018 to 30.6.2019 amounting to 211.062,26 € gross and representation costs amounting to € 31.876,68 gross, i.e. a total amount of 242.938,94 gross with additional employer contributions of € 48.686,62.
2. The compensation paid to the three Members of the BoD that constitute the Audit Committee and have to oversee the Internal Audit function (Law 3693, Art. 37), for the period from 01.07.2018 to 30.6.2019 amounting to € 20.400,00 gross and representation costs amounting to € 5.642,64 gross, a total of € 26.042,64 gross with additional employer contributions of € 5.567,91.
3. The accountably compensation/fee paid to the BoD members and the Members of the Audit Committee, for the period from 1.7.2018 to 30.4.2019, which is analyzed as follows:
  - The Members of the BoD compensation amounting to € 241,49 gross per person and per meeting with additional employer contributions for ten month period.

- Representation costs of the BoD members, amounting to €241,49 gross per month per person and €2,414.90 gross per person for ten month period with additional employer contributions.
- The compensation of the Audit Committee members of the Board amounting to € 200,00 gross per person per meeting with additional employer contributions for ten month period.
- Representation costs of the Audit Committee of the Board amounting to € 156.74 gross per person per month and € 1.567,40 gross per person for ten month period with additional employer contributions.

For the period from 01.05.2019 to 30.06.2019, it is estimated that according to the predetermined meetings of the BoD of EYDAP S.A., will be the following:

- The Members of the BoD compensation amounting to € 241,49 gross per person and per meeting with additional employer contributions for two month period.
- Representation costs of the BoD members, amounting to €241,49 gross per month per person and €482.98 gross per person for two month period with additional employer contributions.
- The compensation of the members of the Audit Committee of the Board amounting to € 200,00 gross per person per meeting with additional employer contributions for two month period.
- Representation costs of the members of the Audit Committee of the Board amounting to € 156.74 gross per person per month and 313,48 gross per person with additional employer contributions for two month period.

and the pre-approval of the compensation / fee that will be paid, for the period from 1.7.2019 to 30.06.2020, to the Members of the BoD 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 and per meeting with additional employer contributions.
- Representation costs of the BoD members, amounting to €241,49 gross per person with additional employer contributions.
- The compensation of the Audit Committee members of the Board amounting to € 200,00 gross per person per meeting with additional employer contributions.
- Representation costs of Audit Committee of the Board amounting to € 156.74 gross per person with additional employer contributions.

The above fees and allowances will be paid to the beneficiaries per meeting by the condition of their participation in these meetings.

## **9. Selection of Audit Company and approval of remuneration for the Fiscal year 1.1.2019-31.12.2019, for auditing the annual financial statements, reporting on the Review of Interim Condensed Financial Statements and for granting the Tax Certificate.**

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Following the BoD's resolution no.20300/29.05.2019 (WUN: ΩΘΝΨ46Ψ84Ψ-EAK) during the 1334<sup>th</sup> meeting of the BoD on May 29<sup>th</sup> 2019, the BoD of EYDAP S.A., decided and recommends to the Annual Ordinary General Meeting of Shareholders:

1. The selection of the Audit Company "GRANT THORNTON S.A." for the financial year 01.01.2019 to 31.12.2019, for the audit of the Annual Financial Statements, for the Review of the Interim Condensed Interim Financial Statements and for the granting of the Tax Certificate, according to the 07.05.2019 offer, with a total fee of € 69.000,00 plus VAT.
2. The designation of Mr. Panagiotis Christopoulos (SOEL num. 28481) as Chartered Auditor and Mr. Panagiotis Noula (SOEL num. 40711) as deputy Chartered Auditor.

## **10. Announcements**

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