

**COMMENTS OF THE BoD OF EYDAP S.A.**

**ON THE AGENDA OF**

**THE ORDINARY SHAREHOLDERS' GENERAL MEETING OF EYDAP SA**

**On June 26<sup>th</sup>, 2020**

**(Article 123, Law 4548/2018)**

**1. Approval of the Individual and Consolidated Annual Financial Statements of EYDAP SA, in accordance with the International Accounting Standards and the International Financial Reporting Standards (IAS / IFRS) of fiscal year 2019, the Board of Directors' (BoD) Report and the Independent Auditors' Report of the Company.**

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The Board of Directors of E.Y.D.A.P. SA following its resolution no. 20584 (ΑΔΑ: ΨΙΒ246Ψ84Ψ-1TK) which was taken at its 1370th meeting of 27 May 2020, approved the Individual and Consolidated Annual Financial Statements for the year 2019, which were subsequently posted on www.the Company's website as required by law. During the above meeting, the Board of Directors also approved its Management Report.

At the 1371st meeting of June 3rd, 2020, the Board of Directors of EYDAP SA decided and recommended to the Ordinary General Meeting of Shareholders the approval of the Individual and Consolidated Annual Financial Statements, in accordance with International Accounting Standards and International Financial Reporting Standards (IAS / IFRS), of fiscal year 2019, of its Management Report and of the Audit Report of the Certified Accountants of EYDAP SA

**2. Approval of dividend distribution concerning profits of the fiscal year 2019 to the Shareholders, as well as the determination of Shareholders entitled to receive the dividend and of the distribution date**

At the 1370<sup>th</sup> meeting of May 27<sup>th</sup>, 2020, the Board of Directors of EYDAP SA, following the resolution no. 20585 / 27.05.2020 (ΑΔΑ: ΩΧΧΥ46Ψ84Ψ-ΝΥΘ), decided and recommends to the Ordinary General Meeting of Shareholders the distribution of dividend for the year 2019, amounting to 40,470,000.00 Euros, ie dividend of 0.38 Euros per share and Beneficiaries are those registered shareholders on July 1, 2020 (Record Date).

Payment of the dividend will be made in accordance with Article 4.1.3.4. of the Regulation of the Athens Stock Exchange, on the 6<sup>th</sup> of July 2020.

**3. Approval according to article 108 of Law 4548/2018 of the overall management of EYDAP SA by the Board of Directors and dismissal of the Auditors from any liability for compensation for the corporate year 01.01.2019 - 31.12.2019.**

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Following the approval of the Annual Financial Statements, the Ordinary General Meeting of Shareholders will be called upon to approve the overall management of the Company by the Board of Directors as well as to relieve the Auditors of any liability for damages under Article 108 of the Law. 4548/2018 and article 34 of the Articles of Association of EYDAP SA, for the fiscal year 2019.

#### **4. Approval of the Remuneration Policy of the EYDAP SA in accordance with articles 110 and 111 of Law 4548/2018**

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At the 1371st meeting of June 3<sup>rd</sup>, 2020, the Board of Directors of EYDAP SA, after receiving the no. 20619 / 03.06.2020 (ΑΔΑ: 6ΙΑΕ46Ψ84Ψ-Α4Γ), decided and recommends to the Ordinary General Meeting of Shareholders the approval of the Company's Remuneration Policy according to the Draft of the Remuneration Committee of the Board of Directors of EYDAP S.A. as this has been posted on the official website of the Company [www.eydap.gr](http://www.eydap.gr) in the section "Relations with Investors". Consequently, the Board of Directors of EYDAP SA submits for discussion to the Ordinary General Meeting of Shareholders the Remuneration Report of the Board of Directors of the Company for the year 01.01.2019-31.12.2019, which has been posted on the Company's website in the same section above.

#### **5. Approval of the remuneration paid to the Chairman of the Board, the CEO and Deputy CEO of EYDAP SA from the beginning of their term of office until 30.06.2020 and pre-approval of their remuneration for the period starting 01.07.2020 to 30.06.2021 according to article 109 par. 4 of Law 4548/2018.**

At the 1371st meeting of June 3, 2020, the Board of Directors of EYDAP SA, following the resolution no. 20620 / 03.06.2020 (ΑΔΑ: ΩΥ3Λ46Ψ84Ψ-58Ε), decided and recommends to the Ordinary General Meeting of Shareholders the approval of the respective total per category and type of amounts, ie:

1. the gross remuneration paid to the Chairman of the Board of EYDAP. SA, amounting to € 57,454.10, plus employer contributions, from the beginning of her term until 30.6.2020.
2. the gross remuneration paid to the CEO of EYDAP SA, amounting to € 92,954.06, plus employer contributions, from the beginning of his term until 30.6.2020.
3. Of the gross remuneration paid to the Deputy CEO of EYDAP SA, amounting to € 73,954.10, plus employer contributions, from the beginning of his term until 30.6.2020.
4. The budgeted expenses for the remuneration of the Chairman of the Board. of EYDAP SA, amounting to € 57,000.00 gross, plus employer contributions, for the period 1.7.2020 to 30.6.2021.
5. The budgeted expenses for the remuneration of the Managing Director of EYDAP SA, amounting to € 128,000.00 gross, plus employer contributions, for the period from 1.7.2020 to 30.6.2021.
6. The budgeted expenses for the remuneration of the Deputy CEO of EYDAP SA, amounting to € 90,000.00 gross, plus employer contributions, for the period 1.7.2020 to 30.6.2021.

**6. Approval of the remuneration and expenses paid to Members of the Board, the Audit Committee Members, the Members of the Remuneration Committee and the Members of Innovation and Digital Transformation Committee of EYDAP SA from the beginning of their term of office until 30.06.2020 and pre-approval of their remuneration and expenses for the period from 01.07.2020 to 30.06.2021 according to article 109 par. 4 of Law 4548/2018.**

At the 1371st meeting of June 3, 2020, the Board of Directors of E.Y.D.A.P. SA, following the resolution no. 20621 / 03.06.2020 (ΑΔΑ: 687546Ψ84Ψ-Ε0Π), decided and recommends to the Ordinary General Meeting of Shareholders the approval of the respective total per category and type of amounts, ie:

1. The gross remuneration paid to the Members of the Board. of EYDAP SA, amounting to € 121,298.00, plus employer contributions, and gross representation and movement expenses paid to the Board Members of EYDAP SA, amounting to € 32,842.64, plus employer contributions, for the period from the beginning of their term to 30.06.2020.

2. The gross remuneration paid to the Members of the Audit Committee of EYDAP SA, amounting to € 17,100.00, plus employer contributions, and gross representation and movement expenses paid to the Members of the Audit Committee of EYDAP SA, amounting to € 5,642.64, plus employer contributions, for the period from the beginning of their term to 30.06.2020.

3. The gross remuneration paid to the Members of the Remuneration Committee of EYDAP SA, amounting to € 8,100.00, plus employer contributions, and the gross representation and movement expenses paid to the Members of the Remuneration Committee of EYDAP SA, amounting to € 2,351.10, plus employer contributions, for the period from the beginning of their term until 30.06.2020.

4. The gross remuneration paid to the Innovation and Digital Transformation Committee of EYDAP SA, amounting to € 3,300.00, plus employer contributions, and gross representation and movement expenses paid to the Members of the Innovation and Digital Transformation Committee of EYDAP SA, amounting to € 1,253.92, plus employer contributions, for the period from the beginning of their term to 30.06.2020.

5. The gross remuneration that will be paid to the Members of the Board of EYDAP SA, amounting to € 144,000.00, plus employer contributions, and gross representation and movement expenses that will be paid to the Members of the Board. of EYDAP SA, amounting to € 31,876.68, plus employer contributions, for the period 1.07.2020 to 30.06.2021.

6. The gross remuneration that will be paid to the Members of the Audit Committee of EYDAP SA, amounting to € 16,500.00, plus employer contributions, and gross representation and movement expenses that will be paid to the Members of the Audit Committee of EYDAP SA, amounting to € 5,172.42, plus employer contributions, for the period from 1.07.2020 to 30.06.2021.

7. The gross remuneration that will be paid to the Members of the Remuneration Committee of EYDAP SA, amounting to € 14,850.00, plus employer contributions, and gross representation and

movement expenses that will be paid to the Members of the Remuneration Committee of EYDAP SA, amounting to € 8,620.70, plus employer contributions, for the period from 1.07.2020 to 30.06.2021.

8. The gross remuneration that will be paid to the Members of the Innovation and Digital Transformation Committee of EYDAP SA, amounting to € 12,100.00, plus employer contributions, and gross representation and movement expenses that will be paid to the Members of the Innovation and Digital Transformation Committee of EYDAP SA, amounting to € 6,269.60, plus employer contributions, for the period from 1.07.2020 to 30.06.2021.

#### **7. Election of Audit Company and approval of remuneration for fiscal year 2020, regarding the audit of the annual financial statements, of the report of the Interim Condensed Financial Statements and for granting the Tax Certificate.**

At the 1368th meeting of 13<sup>th</sup> of May 2020, the Board of Directors of EYDAP SA, after taking into account the most affordable advantageous offer, as it was approved unanimously by the Members of the Audit Committee of EYDAP SA, and also that the Audit Company "GRANT THORNTON SA":

- Provided to EYDAP SA during 2019, auditing services that do not exceed the maximum time allowed in accordance with the provisions of article 42 of Law 4449/2017,
- There are no threats to the independence of this Audit Company, as determined by the Code of Professional Ethics of the International Federation of Accountants (Regulatory Act ELTE 004/2017 Φ.Ε.Κ. Β '3916 / 07.11.2017) and the Directive 2014 / 56 / EU and EU Regulation no. 537/2014 of the European Parliament and of the Council and Law 4449/2017, in accordance with the Supplementary Report to the Audit Committee for the fiscal year ending 31 December 2019,
- It does not provide to EYDAP SA and its Subsidiaries, prohibited non-audit services, in accordance with Article 5 of EU Regulation no. 537/2014 and Law 4449/2017,
- Has the necessary experience and specialization in accordance with internationally recognized Audit Standards and is of recognized validity in the subject,
- There has been impeccable professional cooperation and communication during the audit of the Financial Statements of the fiscal year 2019 and excellent quality of the work provided, demonstrating integrity, objectivity, professional competence, diligence, confidentiality and responsibility,

took the resolution no. 20576 / 13.05.2020 (ΑΔΑ: 6ΝΟΖ46Ψ84Ψ-ΕΑΘ) and proposes to the Ordinary General Meeting of Shareholders:

1. The election of the Audit Company "GRANT THORNTON SA", for the audit of the Annual Financial Statements, the Review Report of the Interim Summary Financial Statements and the granting of Tax Certificate, for the financial year 2020 according to its offer dated 08.04.2020, with a total fee of € 71,500.00, plus VAT.

2. The appointment of Mr. Panagiotis Christopoulos (ID 28481) as a Regular Certified Auditor and Mr. Panagiotis Noulas (ID 40711) as an Alternate Certified Auditor.

#### **8. Amendment of the Articles of Association of EYDAP SA**

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At the 1371st meeting of June 3<sup>rd</sup>, 2020, the Board of Directors of EYDAP SA, following the resolution no. 20622 / 03.06.2020 (ΑΔΑ: 6ΠΘΧ46Ψ84Ψ-80Μ), decided and recommends to the Ordinary General Meeting of Shareholders the amendment of the Articles of Association of EYDAP SA, as it is valid under the decision of the Ordinary General Meeting of Shareholders of EYDAP SA on 18.6.2018 and specifically the amendment of the Preamble and articles 1, 2, 4, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 17, 18, 19, 20, 21, 22, 22, 23, 24, 25, 26, 27, 28, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 38, 39, 40, 41, 42, 43, 43, 44, 45, 46 and 47, according to the 03.06.2020 Draft of the Division of Legal Services of EYDAP SA, as it has been posted in electronic form on the official website of the Company ([www.eydap.gr](http://www.eydap.gr)) in the section "Relations with Investors" following the by article Explanatory Table of 03.06.2020.

#### **9. Various Announcements**

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