

COMMENTS OF THE BoD OF EYDAP S.A.

ON THE AGENDA OF

THE 40th ORDINARY SHAREHOLDERS' GENERAL MEETING OF EYDAP SA

On AUGUST 30th, 2022

(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 2021, the Board of Directors' (BoD) Report and the Independent Auditors' Report of the Company.

The Board of Directors of E.Y.D.A.P. SA following its resolution no. 21008 (ΑΔΑ: 9ΟΚΤ46Ψ84Ψ-2Ν6) which was taken at its 1438th meeting of April 28th 2022, approved the Individual and Consolidated Annual Financial Statements for the year 2021, 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 1443st meeting of August 3rd 2022, 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 2021, of its Management Report and of the Audit Report of the Certified Accountants of EYDAP SA

2. 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 01.01.2021 - 31.12.20201.

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 2021.

3. Approval of dividend distribution of fiscal year 2021 earnings as well as the determination of Shareholders entitled to receive the dividend and of the distribution date.

At the 1443rd meeting of August 3rd 2022, the Board of Directors of EYDAP SA, following the resolution no. 21046/03.08.2022 (ΑΔΑ: 63ΦΥ46Ψ84Ψ-Σ9Ι), decided and recommends to the Ordinary General Meeting of Shareholders: a) the distribution of a dividend for the fiscal year 2021, in the

amount of €29,820,000.00, i.e. a dividend of €0.28 per share, the beneficiaries of which will be those investors registered in S.A.T. on September 6th 2022 (Record Date), ex-dividend date on September 5th 2022 and payment of the dividend on September 12th 2022 in accordance with Article 4.1.3.4 of the Regulations of the Athens Stock Exchange and b) the continuation of the examination of the possibility of further dividend distribution from the profits of previous years.

4. Submission of the Remuneration Report of fiscal year 2020 in accordance with articles 112 of Law 4548/2018.

At the 1443rd meeting of August 3rd 2022, the Board of Directors of EYDAP SA, after receiving the no. 21038/03.08.2022 (ΑΔΑ: 613846Ψ84Ψ-ΩΘΚ) decided following a relevant proposal of the Remuneration and Nominations Committee of the Company's Board of Directors, the approval of the Remuneration Report for the financial year 2021 and its submission to the Ordinary General Meeting of Shareholders for discussion as the subject of the Agenda, according to article 112 of Law. 4548/2018. The vote of the Shareholders on the issue is advisory. The total remuneration received by the Members of the Board of EYDAP SA in the year 2021 is in compliance with the revised Remuneration Policy of the Members of the Board of EYDAP SA approved by the Ordinary General Meeting of 25.06.2021.

The Remuneration Report of the Members of the Board of Directors of E.YD.AP. SA for the fiscal year 2021 as well as the relevant Audit Report of the auditing company "GRANT THORNTON A.E." have been posted on the Company's website www.eydap.gr in the section "Investor Relations".

5. Approval of the remuneration and expenses paid to Members of the Board, the Audit Committee Members, the Members of the Remuneration and Candidacy of the BoD Committee, the Members of Innovation and Digital Transformation Committee of EYDAP SA and the Risk Management Committee from the period 01.07.2021 until 30.06.2022. Pre-approval of their remuneration and expenses for the period from 01.07.2022 to 30.06.2023 and approval of the additional fixed benefits received by the Members of the Board of EYDAP SA, for their participation in Company Committees for the year 2021.

At the 1443rd meeting of August 3rd 2022, the Board of Directors of E.Y.D.A.P. SA, following the resolution no. 21044/03.08.2022 (ΑΔΑ: 6ΩΠΣ46Ψ84Ψ-9Δ4) decided and recommends to the Ordinary General Meeting of Shareholders the approval:

A. The respective total amounts per category and type paid to the Members of the Board of Directors. the period from 01.07.2021 to 30.06.2022, i.e.:

1. The gross remuneration paid to the Members of the Board of EYDAP SA for their participation to the meetings amounting to € 150,000.00, plus employer contributions, and gross representation and movement expenses paid to the Board Members of EYDAP SA, amounting to € 31,876.68, plus employer contributions.

2. The gross remuneration paid to the Members of the Audit Committee of EYDAP SA, amounting to € 18.000.00, plus employer contributions, and gross representation and movement expenses paid to

the Members of the Audit Committee of EYDAP SA, amounting to € 4.231,98, plus employer contributions.

3. The gross remuneration paid to the Members of the Remuneration-Candidacy Committee of EYDAP SA, amounting to € 20.800, plus employer contributions, and the gross representation and movement expenses paid to the Members of the Remuneration Committee of EYDAP SA, amounting to € 7.053,30, plus employer contributions.

4. The gross remuneration paid to the Innovation and Digital Transformation Committee of EYDAP SA, amounting to € 14.100,00, 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 € 4.702,20, plus employer contributions.

5. The gross fees for their participation in the meetings of the Risk Management Committee, for the period from 01.01.2022 to 30.06.2022, in the amount of €7,700.00, plus employer contributions and the gross performance and movement expenses in the amount of €3,761.76, plus employer contributions, which will be given retroactively for the above period

B. The respective total amounts per category and type that will be paid in advance to the Members of the Board of Directors. the period from 01.07.2022 to 30.06.2023, i.e.:

1. The gross remuneration paid to the Members of the Board of EYDAP SA for their participation to the meetings amounting to € 156,000.00, plus employer contributions, and gross representation and movement expenses paid to the Board Members of EYDAP SA, amounting to € 31,876.68, plus employer contributions.

2. The gross remuneration paid to the Members of the Audit Committee of EYDAP SA, amounting to € 18,000.00 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.

3. The gross remuneration that will be paid to the Members of the Remuneration-Candidacy Committee of EYDAP SA, amounting to € 17.600,00 plus employer contributions, and gross representation and movement expenses amounting to € 8.620,70, plus employer contributions.

4. The gross remuneration that will be paid to the Members of the Innovation and Digital Transformation Committee of EYDAP SA, amounting to € 14.400,00 plus employer contributions, and gross representation and movement expenses amounting to € 7.053,30, plus employer contributions.

5. The gross fees for the Members of the Board of Directors who participate in the meetings of the Risk Management Committee in the amount of €12,800.00, plus employer contributions and the gross representation and movement expenses in the amount of €6,296.60, plus employer contributions

C. The additional fixed fees received by the Members of the Board for their participation in Company Committees for the year 2020, amounting to € 1.820,00.

6. Approval of the remuneration paid to the Chairman of the Board, the CEO and Deputy CEO of EYDAP SA from 01.07.2021 to 30.06.2022 and preapproval of their remuneration for the period of 01.07.2022 to 30.06.2023, approval and pre-approval of additional incentive and additional extraordinary variable remuneration to the CEO and the Deputy CEO of EYDAP SA and approval of the annual benefits received for the year 2021.

At the 1443rd meeting of August 3rd 2022, the Board of Directors of E.Y.D.A.P. SA, following the resolution no. 21045/03.08.2022 (ΑΔΑ: 9ΒΕΟ46Ψ84Ψ-ΓΞΒ) 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 € 57,000.00, plus employer contributions, from 01.07.2021 until 30.6.2022.
2. the gross remuneration paid to the CEO of EYDAP SA, amounting to € 128,000.00, plus employer contributions, from 01.07.2021 until 30.6.2022.
3. Of the gross remuneration paid to the Deputy CEO of EYDAP SA, amounting to € 90,000.00, plus employer contributions, from 01.07.2021 until 30.6.2022.
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 1.7.2022 to 30.6.2023.
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 1.7.2022 to 30.6.2023.
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 1.7.2022 to 30.6.2023.
7. The approval of the annual benefits of the Chairman of the Board, the Chief Executive Officer and the Deputy Chief Executive Officer of EYDAP SA, for the year 2020 which amounting to € 24.851,06.
8. The approval of the payment of extraordinary additional variable remuneration (bonus) to the Managing Director and the Deputy Managing Director of E.Y.D.A.P. S.A., for the achievement of goals in the year 2021, namely:
 - For the signing of a contract with the Greek State [gross basic salary of two (2) monthly salaries]:
 - For the CEO: €21,333.33.
 - For the Deputy CEO: €15,000.00.
 - For the achievement of two (2) equally weighted goals (3.75% of gross annual earnings per goal):
 - For the CEO: €9,600.00.
 - For the Deputy CEO: €6,750.00.

9. The pre-approval of the payment of extraordinary additional variable remuneration (bonus) to the Managing Director and the Deputy Managing Director, for the achievement of strategic and quantitative goals in the year 2022.

7. **Election of an Audit Company and approval of its fees for the financial year 01.01.2022-31.12.2022, for: a) the audit of the Annual Financial Statements, b) the Review Report of the Interim Summary Half-Yearly Financial Statements, c) the granting of a Tax Certificate, d) the granting of a Report of an Independent Certified Public Accountant for the audit of the completeness of the information included in the Remuneration Report, in accordance with article 112 of Law 4548 /2018 and e) the issuance of a Verification Report by an Independent Certified Public Accountant for the inclusion of electricity consumption of electricity supplies in the reduced charges regime of the Special Tax for the Reduction of Air Pollution Emissions, pursuant to Article 14 of the Government Gazette B' 3152/30.07.2020.**
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At the 1438th meeting of 28 April 2022, the Board of Directors of E.YD.A.P. S.A., having taken into consideration the most economically advantageous offer, as unanimously decided by the Members of the Audit Committee of E.YD.A.P. S.A., but also that the Audit Company "GRANT THORNTON S.A.":

- Provided in the years 2019, 2020 and 2021 to E.YD.A.P. SA audit services that do not exceed the maximum permitted duration in accordance with the provisions of article 42 of Law 4449/2017,
- There are no threats to the independence of this audit firm, as defined by the Code of Professional Ethics of the International Federation of Accountants (Regulatory Act ELTE 004/2017 Government Gazette B' 3916/07.11.2017) and by Directive 2014/56/EU and Regulation EU No. 537/2014 of the European Parliament and of the Council and Law 4449/2017, according to the Supplementary Report to the Audit Committee for the financial year that ended on 31 December 2021,
- Does not provide to E.YD.A.P. S.A. any prohibited non-audit services, in accordance with Article 5 of EU Regulation No. 537/2014 and Law 4449/2017,
- It has the necessary experience and expertise in accordance with internationally recognized auditing standards and is of recognized standing in the field ,
- There was seamless professional cooperation and communication during the audit work on the Financial Statements for the years 2019, 2020 and 2021 and excellent quality of the work provided by demonstrating integrity, objectivity, professional competence, diligence, confidentiality and responsibility,

took its decision no. 21009/28.04.2022 (ID: ΨΜΙΔ46Ψ84Ψ-ZT2) and proposes to the Annual General Meeting of Shareholders the selection of the Audit Company "GRANT THORNTON S.A.", during the financial year 01.01.2022 to 31.12.2022, for:

- The audit of the Annual Financial Statements, for the Review Report of the Interim Summarized Half-Yearly Financial Statements and for the granting of the Tax Certificate, for the financial year 01.01.2022 to 31.12.2022, with a total fee of 71.500,00 €, plus VAT, according to its offer of 06.04.2022.

- The granting of an Independent Certified Public Accountant's Report for the audit of the completeness of the information included in the Remuneration Report, according to article 112 of Law 4548/2018, for the financial year 2022, with a fee of 2.000,00 €, plus VAT.
- The Verification Report of the Independent Certified Public Accountant for the inclusion of consumption of electricity supplies in the regime of reduced charges of the Special Tax for the Reduction of Air Pollution Emissions, according to article 14 of the Government Gazette B 3152/30.07.2020, for the fiscal year 2022, with a fee of 3.000,00 €, plus VAT.
- The issuance of an Assurance Report on selected sustainable development indicators, for the financial year 2022, with a fee of 18.500,00 €, plus VAT.

i.e. a total of 95.000,00 € plus VAT for all the above services to be provided.

Following the selection of the Audit Company "GRANT THORNTON S.A." for the external audit of the Company, in accordance with the decision of 19.03.2010 of the Accounting Standards and Audit Committee (ELTE), which supervises the profession, and in particular paragraphs 1 to 5 of ELTE's decision, the Management of E.YD.A.P. S.A. shall, within five (05) days from the date of the election, send a written notice of appointment to the Audit Company "GRANT THORNTON S.A." and thereafter the said Audit Firm shall notify within a period of one (01) month from the date of election, the names of the Certified Public Accountants who will be responsible for the audit and will lead the audit team.

8. Ratification of the Memorandum of Understanding (27.04.2022) signed between E.YD.A.P. S.A. and E.YD.A.P. Asset Company N.P.D.D. in execution of the legal obligations of E.YD.A.P. S.A. arising from Law 4812 /2021 and the Contract signed between the Greek State, E.YD.A.P. S.A. and E.YD.A.P. Asset Company N.P.D.D. dated 02.02.2022, with effect from 01.01.2021.

The Board of Directors of E.YD.A.P. S.A. by its decision No. 21005 (ID: 600746Ψ84Ψ-YBX), which was taken at the 1437th meeting of April 27th2022, approved the Draft Memorandum of Understanding between the E.YD.A.P. Asset Company N.P.D.D. and E.YD.A.P. S.A., following the conclusion on 02.02.2022, of the Contracts of Law 4812 /2021 between the Greek State, E.YD.A.P. S.A. and the Asset Company E.YD.A.P. N.P.D.D., effective from 01.01.2021 and authorized the CEO of E.YD.A.P. S.A. to sign the above Memorandum of Understanding with minor changes that did not impose a financial burden on the Company.

At the 1443rd meeting of August 3rd 2022, the Board of Directors of E.YD.A.P. S.A., after the adoption of its decision no. 21043/03.08.2022 (ID: 970146Ψ84Ψ-OP9), decided and introduces to the Annual General Meeting of Shareholders the ratification of the resolution of 27.04.2022 Memorandum of Understanding signed between E.YD.A.P. S.A. and E.YD.A.P. Asset Company N.P.D.D. in execution of the legal obligations of E.YD.A.P. S.A. arising from Law 4812 /2021 and the Contract signed between the Greek State, E.YD.A.P. S.A. and E.YD.A.P. Asset Company N.P.D.D. dated 02.02.2022, effective from 01.01.2021.

The Memorandum of Understanding of 27.04.2022 between E.YD.A.P. Asset Company and E.YD.A.P. S.A. has been posted on the Company's official website www.eydap.gr in the "Investor Relations" section.

9. Approval of the revised Nomination Policy of the Members of the Board of Directors of E.YD.A.P. S.A. according to article 3 of Law 4706/2020.

At the 1443rd meeting of August 2nd 2022, the Board of Directors of E.YD.A.P. S.A., following the adoption of its decision No. 21042/03.08.2022 (ID: ΨΒΧΓ46Ψ84Ψ-51Ε), decided and recommends to the Annual General Meeting of Shareholders, in accordance with article 3 par. 3 of Law 4706/2020, the approval of the revised Nomination Policy of the Members of the Board of Directors of E.YD.A.P. S.A., as it has been posted on the Company's official website www.eydap.gr in the section "Investor Relations". This revision was dictated, among others, by the need to harmonize with the provisions of the Greek Corporate Governance Code, which was adopted by the Board of Directors of E.YD.A.P. S.A. by Resolution No. 20905/7.7.2021 and consists in the addition of two (2) additional collective suitability criteria (understanding of ESG issues and corporate governance issues related to the Internal Audit System) in the relevant section under D.4 of the Policy.

According to article 3 par. 1 of Law 4706/2020 the said Plan was approved by the Board of Directors of E.YD.A.P. S.A. by its decision No. 20939/20.10.2021 (IDA: 97ΑΓ46Ψ84Ψ-Δ4Φ) following the recommendation of the Remuneration and Nomination Committee of the Board of Directors of the Company and is in accordance with the requirements of Article 3 of Law 4706/2020 and Securities and Exchange Commission Circular No. 60/18.09.2020.

10. Submission of the Annual Report of the Audit Committee for the fiscal year 2021.

The Annual Report of the Company's Audit Committee for the financial year 2021 is submitted to the General Meeting of Shareholders, in accordance with article 44 par. 1 item i of Law 44.1 of Law 4449/2017 as amended by article 74 of Law 4706/2020 and in accordance with the Audit Committee's Operating Regulations. This item does not require a vote or a resolution.

The Report of the Company's Audit Committee for the fiscal year 2021 has been posted on the Company's official website www.eydap.gr in the section "Investor Relations".

11. Submission of the Report of the Independent Non-Executive Members of the Board of Directors of E.YD.A.P. SA in accordance with article 9, paragraph 5 of Law 4706/2020.

It is brought to the attention of the General Meeting in accordance with article 9 par. 5 of Law 4706/2020 and the relevant guidelines of the Hellenic Capital Market Commission (Q & A no. 428/21.02.2022), the Joint Report of the Independent Non-Executive Members of the Board of Directors, which is available on the Company's official website www.eydap.gr in the section "Investor Relations". This item does not require a vote or resolution.

12. Various announcements.



This item usually includes announcements on matters which the Board of Directors wishes to bring to the attention of the General Meeting, but which do not require a vote or a decision.