



**“THRACE PLASTICS HOLDING AND COMMERCIAL SOCIETE ANONYME”  
with the distinctive title “THRACE PLASTICS CO S.A.”**

Proposed draft resolutions on the items of the daily agenda  
of the Extraordinary General Meeting of 11<sup>th</sup> February 2021,  
according to the article 123, paragraph 4 of Law 4548/2018

**Item 1:**

**Announcement of the election of new independent non-executive members of the Board of Directors to replace those who resigned, in accordance with the provisions of article 82 par. 1 of Law 4548/2018.**

**Required Quorum:** 1/5 (20%) of the paid up share capital of the Company

**Required Majority:** 50% +1 of votes represented in the Meeting

The Chairman of the General Meeting announced to the body of shareholders the election and finally harmonization with the provisions of the new law on corporate governance, according to what has already been announced, of the following:

**(a)** Ms. Myrto Papathanou of Christos in replacement and for the remaining of the term of the resigned independent non-executive member of the Board of Directors Mr. Konstantinos Gianniris of Ioannis, and

**(b)** Ms. Spyridoula Maltezou of Andreas in replacement and for the remaining of the term of the resigned independent non-executive member of the Board of Directors Mr. Ioannis Apostolakos of George,

The above new members meet the independence criteria of both the effective until 17.07.2021 article 4 par. 1 of Law 3016/2002, and article 9 par. 1 and 2 of Law 4706/2020, and in particular:

**(a)** Do not hold directly or indirectly a percentage of voting rights greater than 0.5% of the Company's share capital and

**(b)** Are free from any economic, business, family or other dependent relationship which may affect their decisions as well as their independent and objective judgment.

## **Item 2:**

### **Election of a new Board of Directors of the Company and appointment of its independent members, in accordance with the current regulatory framework**

**Required Quorum:** 1/5 (20%) of the paid up share capital of the Company

**Required Majority:** 50% +1 of votes represented in the Meeting

The Board of Directors, in the context of the immediate, material and effective compliance and adaptation of the Company with the requirements and regulations of the new Law 4706/2020 (Government Gazette A' 136 / 17.07.2020) on corporate governance and in particular on the provisions and substantive criteria and conditions of independence of the proposed five independent members, on the other hand as to the provisions of the new law on suitability, diversity and mainly adequate representation by gender in this corporate body, is submitting a relevant proposal to the General Meeting of shareholders of the Company. This is taking place following a relevant proposal made by the Remuneration and Nomination Committee (RNC), the election of a new eleven-member (11-member) Board of Directors, through the re-election of all ten (10) outgoing members, as well as the election of Mr. Georgios Samothrakis of Panagiotis as new member.

The term of the new Board of Directors will be, in accordance with the provisions of article 7 par. 2 of the Company's Articles of Association, five years, i.e. until February 11, 2026, extended until the expiration of the deadline within which the next Ordinary General Meeting must convene and until a relevant decision is taken.

Following the above, the Board of Directors of the Company will consist of the following members:

- 1) Konstantinos Halioris of Stavros
- 2) Christos-Alexis Komninos of Konstantinos
- 3) Dimitrios Malamos of Petros
- 4) Vassilios Zairopoulos of Stylianos
- 5) Christos Shiatis of Panagiotis
- 6) Petros Fronistas of Christos
- 7) Georgios Samothrakis of Panagiotis
- 8) Myrto Papathanou of Christos
- 9) Spyridoula Maltezou of Andreas
- 10) Theodoros Kitsos of Konstantinos
- 11) Nikitas Glykas, son of Ioannis

Furthermore, the Board of Directors proposes to the General Meeting of Shareholders the appointment of Messrs. 1) Georgios Samothrakis of Panagiotis, 2) Myrto Papathanou of Christos, 3) Spyridoula Maltezou of Andreas, 4) Theodoros Kitsos of Konstantinos and 5) Nikitas Glykas of Ioannis as its **independent members**, as they all meet the required of the current regulatory framework (namely from article 4 par. 1 of the current until 17.07.2021 Law 3016/2002 and especially from article 9 par. 1 and 2 of Law 4706/2020) conditions of independence.

For the purpose of complete, adequate and appropriate information of the Company's shareholders, all CVs of the candidates to be elected members of the Board of Directors are available on the Company's website ([www.thracegroup.gr](http://www.thracegroup.gr)), in the Section General Meetings / Extraordinary General Meeting 11.02.2021.

### **Item 3:**

Election-appointment of the Audit Committee, in accordance with the provisions of article 44 of Law 4449/2017, as in force after its amendment by article 74 of Law 4706/2020.

**Required Quorum:** 1/5 (20%) of the paid up share capital of the Company

**Required Majority:** 50% +1 of votes represented in the Meeting

According to the provisions of article 44 of Law 4449/2017, as in force after its amendment by article 74 of Law 4706/2020, the Company, as a broadly public interest entity must maintain an Audit Committee, consisting of three (3) at least members, most of whom must be independent of the audited entity, in accordance with the applicable regulatory framework.

The type of the Audit Committee, the term, the number and the qualities of its members are decided by the General Meeting of the Company's shareholders.

The Audit Committee may comprise:

**(a)** A Committee of the Board of Directors composed of its non-executive members; or

**(b)** An Independent Committee, consisting of:

**(i)** either by non-executive members of the Board of Directors and third parties

**(ii)** or only by third parties.

Third party means any person who is not a member of the Board of Directors.

The members of the Audit Committee as a whole must have sufficient knowledge of the sector in which the Company operates, while at least one (1) member of the Audit

Committee, who is independent of the Company, must have sufficient knowledge and experience in auditing or accounting.

In view of the above and taking into account the composition of the newly elected Board of Directors of the Company, the outgoing Board of Directors proposes the election of a new Audit Committee as follows:

### **I. Composition and term of office of the Audit Committee**

The new Audit Committee is proposed to form an Independent Committee and to consist of three (3) members, of which one (1) member will come from the independent non-executive members of the Board of Directors of the Company and two (2) members will be third parties, non-members of the Board of Directors.

Furthermore, the term of the Audit Committee is proposed to coincide with the term of the Board of Directors, i.e. to be five years, starting on February 11, 2021 and ending on February 11, 2026.

### **II. Nominated for election members of the Audit Committee**

Within the above framework, the Board of Directors proposes the election of the following persons as members of the Audit Committee:

- 1) Mr. Georgios Samothrakis of Panagiotis, independent non-executive member of the Board of Directors,
- 2) Mr. Konstantinos Kotsilinis of Eleftherios, non-member of the Board of Directors and
- 3) Mr. Konstantinos Gianniris of Ioannis, also a non-member of the Board of Directors.

In order to demonstrate the fulfillment by the above natural persons of the criteria and other general requirements set by par. 1 of article 44 of Law 4449/2017, as in force, their CVs are listed below.

Specifically based on the information received and available to the Company:

- 1) Mr. **Georgios Samothrakis** is a graduate of the Athens University of Economics and Business (ASOEE) and Certified Public Accountant, specializes in tax issues and tax strategy of Greek and multinational companies, while has been extensively involved in regular and extraordinary audits of commercial and industrial enterprises. He began his career in 1965 at the National Bank and in 1972 moved to Coopers & Lybrand (now PwC) to set up the Tax Services department where he remained head until 2006. For a number of years he was also Chairman of the Board of PwC. He is a member of the Supervisory Board of the Body of Certified Public Accountants (SOEL) since 1993, where he is actively involved in the formation of the audit and accounting institutional framework in Greece. He has been President of the Fédération des Experts Comptables Méditerranéens, President of the

Hellenic Institute of Economic Management (IOD), Member of Committees of the Ministry of Economy and Finance for the implementation of IFRS in Greece, the simplification of the Greek Code of Accounting Books and Records as well as the integration of the new 8th Directive, and also Member of the Corporate Governance Committee of the Hellenic-American Chamber of Commerce. During the last years he has also been the Chairman of the Audit Committee of the Company.

2) Mr. **Konstantinos Kotsilinis** was born in New Zealand, studied at Victoria University of Wellington and was granted a Bachelor of Commerce and Administration.

He began his professional career in 1968 at the Coopers & Lybrand Company in Wellington, moved to London office in 1972 and later that year to the Greek office. From 1978 to 2003 he was head of the audit department of Coopers & Lybrand / PwC Greece. In recent years he has been the Chairman of the Board of Directors of the Company. He has served on various Committees including the Supervisory Board of the European Financial Reporting Advisory Group (2002-2004) and the Accounting Harmonization Committee of UNICE (2002-2005). From 2009 to 2014, he was Vice President of the Accounting Standardization and Auditing Committee of Greece (ELTE) and Chairman of the Quality Control Council (SPE). During this period he represented Greece in the relevant committees in the European Union and during the Greek Presidency he was the Chairman of the committee responsible for audit issues.

He is a Member of the Board of Chartered Auditors of Greece as well as former member of the Institute of Chartered Auditors of New Zealand.

He is the Chairman (since 2006) of the Board of Directors and a member of the Audit Committee of the insurance company Interasco. From 2006 until today he is an External Advisor of the Audit Committee of the National Bank of Greece, while since 2017 he is Member of the Audit Committee of Mytilineos SA. Since 2004 he is Member of the Board of Directors of "Child's Smile" and today Vice President of the Organization.

From 1991 up to 2020 he was the Honorary Consul General of New Zealand in Greece, while he has been appointed Member (MNZM) and Officer (ONZM) of the Order of Merit of New Zealand by the Queen of England.

3) Mr. **Konstantinos Gianniris** has studied Economics and Business Administration at the University of Piraeus, Law at the Law School of the University of Athens whereas he has extensive Professional and Executive Education.

is a graduate of the Department of Economics of the University of Piraeus and the School of Law of University of Athens with extensive Executive Education.

He has been the General Manager of IASO Group, CEO of the Euroclinic Group of Athens, General Manager of SOULIS SA, Member of the Executing Committee, General Manager or Executive Officer (Chief Financial Officer, Chief Marketing Officer, Chief Sales Officer, Director of Logistics, Informatics, Director of Organization and Internal Audit) in large enterprises.

He is also a member of the Board of Directors (and in most cases the Chairman of the Audit Committee) of the following companies: Thrace Plastics Holdings SA, Eurodrip SA, Logicdis SA, Dodoni Ice Creams SA, Euroclinic Athens SA, Euroclinic Paidon SA, and Elliniki Technodomiki SA.

He has founded the Business Consulting Company P.M.S. Consultants (specializing in Business Administration, Internal Audit, Corporate Governance and Business Organization). He has founded the Hellenic Institute of Internal Auditors (for a number of years he was its President) and has represented the institute at International Conferences. He has founded the Association of Clinics of Greece (SEK), in which he served for many years as its President and in which the large Groups of Private Clinics participate. Mr. Gianniris has done the following dissertations of Applied Organization and Business Administration which have been adopted in a series of Businesses such as: Internal Regulation of Management, Organization, Operation and Internal Control System, Manual of Organization and Operation of Internal Control Unit, Budget & Audit Systems, Costing Systems, etc.

From the above it is concluded that the members of the Audit Committee as a whole have sufficient knowledge in the field in which the Company operates, given that:

a) Mr. George Samothrakis was already a member of the Audit Committee of the Company, which was elected by the Extraordinary General Meeting of Shareholders of March 19, 2019,

b) Mr. Konstantinos Gianniris participated in the management of the Company for a period of more than ten (10) years. As result of his participation, Mr. Gianniris has obtained a complete and clear picture of the way of organization, management and operation of the Company, also of the products that it produces and trades as well as of the services that the Company provides, and for the business model and strategy that it follows in general, while for a number of years he has also been a member of the Audit Committee of the Company and finally,

c) Mr. Konstantinos Kotsilinis, although he has never participated in the Board of Directors of the Company, due to his wider professional occupation knows the environment and the conditions in which the Company develops its business activity.

The criterion of sufficient knowledge and experience in auditing or accounting is proven to be met in the person of both Mr. Georgios Samothrakis and Mr. Konstantinos Kotsilinis, who are both Certified Public Accountants with extensive knowledge and strong professional experience, which will contribute decisively and substantially in further strengthening the efficiency of the Audit Committee and in the implementation of its responsibilities in the best possible manner, in order to strengthen the dynamics and the value of the company.

Finally, the conditions of independence imposed by the current regulatory framework (article 4 par. 1 of the effective until 17.07.2021 Law 3016/2002 and article 9 par. 1 and 2 of Law 4706/2020) are met in the persons of Messrs. Georgios Samothrakis and Konstantinos Kotsilinis, i.e. the majority of the members of the Audit Committee, given that the following persons:

- (a)** Do not hold shares greater than 0.5% of the Company's share capital; and
- (b)** Do not have any dependency relationship with the Company or persons affiliated with it, as this dependency relationship is specified in particular within the provisions of the above legislation.