

«THRACE PLASTICS HOLDING SA»
General Electronic Commercial Registry (GEMI) No. 12512346000

ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS
of 24th May 2023

Draft Resolutions / Proposals of the Board of Directors (BoD) on items of the daily agenda of the Annual Ordinary General Meeting of Shareholders

Item 1:

Submission and approval of the Annual Financial Statements (Separate and Consolidated) of the Company for the closing fiscal year 2022 (01.01.2022-31.12.2022), along with the Annual Report of the Board of Directors and the Audit Report on the statements by the Certified Auditor Accountant.

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 shall propose the approval by the annual Ordinary General Meeting of the shareholders of the entire Annual Financial Statements (Separate and Consolidated) for the closing fiscal year 2022 (01.01.2022-31.12.2022), namely of the Statement of Income and Other Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Cash Flow Statement, as well as the Notes on the Financial Statements, as those statements were approved by the Company's Board of Directors on 24.04.2023, as well as of the Annual Report of the Board of Directors as at 24.04.2023 and of the Audit Report of the Company's Certified Auditor – Accountant, Mr. Sokratis Leptos - Bourzis (SOEL Reg. No. 41541), as at 25.04.2023.

All of the above documents (Financial Statements, Reports, etc.) are included in the Annual Report of the closing fiscal year 2022 (01.01.2022-31.12.2022), which was drafted in accordance with the requirements of the European Single Electronic Format (ESEF), in order to facilitate the accessibility, analysis and comparability of financial information at European Union level, as well as the provisions of applicable regulatory framework in general, published in the legally registered address of the Company's website (www.thracegroup.gr) in the General Electronic Commercial Registry (GEMI), and submitted electronically to the Hellenic Capital Market Commission and the Athens Exchange, Greece.

Item 2:

Submission and presentation of the annual Audit Committee's Report on its activities for the fiscal year 2022 (01.01.2022-31.12.2022).

Required Quorum: -

Required Majority: -

THRACE PLASTICS Co. S.A.

In accordance with the provisions of article 44, par. 1, sect. h' of Law 4449/2017, as in force after its amendment by article 74, par. 4 of Law 4706/2020, the Annual Report of the Audit Committee for the closing fiscal year 2022 (01.01.2022-31.12.2022) will be submitted to the Shareholders' Meeting and will be read accordingly. The text of this Report has been already posted in the legally registered address of the Company's website (www.thracegroup.gr) in the General Electronic Commercial Registry (GEMI), for the purpose of providing a complete, adequate and detailed information to the shareholders regarding the activities of the Audit Committee during the financial year ended December 31, 2022.

Item 3:

Approval of allocation (distribution) of the earnings for the fiscal year 2022 (01.01.2022-31.12.2022), decision with regard to the distribution (payment) of dividend and granting of the relevant authorizations to the Board of Directors.

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 will submit for approval to the annual Ordinary General Meeting of Shareholders the allocation (distribution) of the earnings for the fiscal year ended on 31.12.2022 and specifically it will propose to distribute a total dividend of 11,300,000.00 Euros (gross amount) to the shareholders of the Company, from the earnings of the closing financial year 2022 (01.01.2022-31.12.2022) and from gains of previous fiscal years.

Given that the Company, pursuant to the relevant decision of its Board of Directors dated 22.11.2022, has already made the allocation (distribution) to the shareholders of an interim dividend for the fiscal year 2022 of a total amount of 3,000,000.00 Euros (gross amount), i.e. 0.0697835797 Euros per share (gross amount), the Board of Directors will consequently propose to the Annual Ordinary General Meeting of shareholders the distribution of the remaining amount of the dividend, and in particular of the amount of 8,300,000.00 Euros (gross amount), i.e. 0.1897513599 Euros per share (gross amount), which also includes the amount corresponding to the treasury shares held by the Company that are excluded from the distribution, according to the provisions of article 50 of Law 4548/2018 as in force.

The Board of Directors will also propose that the annual Ordinary General Meeting of the shareholders specifies the following:

(a) Wednesday, 31st May 2023 is the ex-dividend (cut-off) date concerning the dividend of the fiscal year 2022,

(b) Thursday, 1st June 2023 is the record date concerning the shareholders entitled to the dividend of the fiscal year 2022, and

(c) Wednesday, 7th June 2023 is the payment date with regard to the dividend of year 2022, via a banking institution.

Finally, it will be proposed that the Company's Board of Directors is granted with all necessary authorizations for the appropriate and timely execution and implementation of the above decision with regard to the distribution (payment) of dividend.

Item 4:

Approval of the overall management conducted by the Board of Directors for the closing fiscal year 2022 (01.01.2022 - 31.12.2022) and discharge of the Certified Auditors of the Company from any compensation or liability deriving from the facts and their management, as well as from the respective annual Financial Statements.

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 shall proposal that the Ordinary General Meeting of shareholders approves the entire administration taking place during the year ended 31.12.2022 and also decide on the exemption of the Auditors from any liability for compensation in relation to the facts and their management as well as to the annual Financial Statements of the fiscal year 2022 (01.01.2022-31.12.2022).

Item 5:

Election of an Auditing Firm from the Public Registry for the audit of the annual and half-year financial statements (Separate and Consolidated) of the year fiscal year 2023 (01/01/2023-31/12/2023) and determination of their remuneration.

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 upon a relevant proposal made by the Audit Committee, a proposal that was accepted by all independent non-executive members, will propose at the Annual Ordinary General Meeting the election of the auditing firm under the name "PRICEWATERHOUSECOOPERS AUDITING FIRM S.A." (registered in the Public Records of the article 14 of Law 4449/2017) for the regular audit of the annual and half year Financial Statements of the Company (separate and consolidated) for the current fiscal year 2023 (01/01/2023 - 31/12/2023).

It is noted that the above auditing firm shall assume responsibility of the issuing process of the annual tax certificate and the tax compliance report of the Company for the financial year 2022 (01.01.2022-31.12.2022), in accordance with provisions of article 65A of L. 4174/2013.

Finally, it is proposed that the Board of Directors will be authorized to proceed to a final agreement with the above auditing firm with regard to the amount of its remuneration as well as to send the written notification-mandate to the elected auditing firm within five (5) days from the date of its election.

Item 6:

Approval of the remuneration, salaries and compensations paid to the members of the Board of Directors for the services provided by them during the fiscal year 2022 (01/01/2022 - 31/12/2022).

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 shall propose, in accordance with the effective remuneration policy, the approval by the Annual Ordinary General Shareholders' Meeting of the remuneration, salaries and compensations paid to the members of the Board of Directors for their services rendered towards the Company for the closing fiscal year 2022 (01.01.2022-31.12.2022).

Furthermore the Board of Directors, will propose to the Annual Ordinary General Meeting of shareholders, following a proposal made by the Remuneration & Nomination Committee and according to Company's Remuneration Policy, the approval of an annual remuneration to executives members, which is defined as participation in the net earnings of the Group Companies for the fiscal year (01.01.2022-31.12.2022), according to article 109 par. 2 of Law 4548/2018, the amount (per executive member) of the remuneration will be determined and specified in accordance with the above regulatory framework, as well as with the provisions of the above Remuneration Policy and with decision of the Annual Ordinary General Meeting.

the amount of which remuneration will be determined and specified, in Remuneration Policy, with the decision of the Annual Ordinary General Assembly.

Item 7:

Submission for discussion and voting by the Annual Ordinary General Meeting of the Remuneration Report for the closing fiscal year 2022 (01.01.2022-31.12.2022), in accordance with the provisions of article 112 of Law 4548/2018, as in force.

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 will propose to the annual Ordinary General Meeting of shareholders the discussion and voting of the Remuneration Report, which was drafted in accordance with the provisions of article 112 of Law 4548/2018, and reflects the total remuneration of the members of the Board of Directors and explains the way by which the current Remuneration Policy of the Company for the closing fiscal year 2022 (01.01.2022-31.12.2022) was implemented, in order to fully, adequately and analytically inform the shareholders of the Company.

It is noted, for the purposes of completeness, that the shareholders' vote on this item of the agenda has a purely advisory nature according to the provisions of law.

Item 8:

Amendment of the article 15 of the Company's Articles of Association

Required Quorum: 1/2 (50%) of the paid up share capital of the Company

Required Majority: 2/3 of votes represented in the Meeting

The Board of Directors will propose to the Annual Ordinary General Meeting of shareholders the amendment of the relevant article 15 of the Company's Articles of Association referring to the compensation (remuneration) of the members of the Board of Directors, which in its new amended form will be as follows (the completed and amended points appear underlined)

"Article 15.

Compensation (Remuneration) of the members of the Board of Directors

1. The members of the Board of Directors may be granted compensation for each of their personal appearances (both at the meetings of the Board of Directors and of its Committees) upon proposal by the Board of Directors, only if approved by the Ordinary General Meeting of shareholders by special resolution.
2. The members of the Board of Directors receive fixed and variable remuneration as well as the other benefits, fees and compensations specified in the Company's current remuneration policy.

The remuneration of the members of the Board of Directors, of the senior managers, as defined in the Remuneration Policy, of the general managers and their deputies, as well as of the managers as defined in the International Accounting Standard 24 par. 9, may also consist of participation in the earnings of the year, in accordance with the current provisions of Law 4548/2018.

3. Remuneration or benefit granted to a member of the Board of Directors and not regulated by law or by these Articles of Association, shall be borne by the Company only if approved by a special decision of the General Meeting of Shareholders."

Item 9:

Approval of the proposed new Remuneration Policy of the Company, according to articles 110 and 111 of Law 4548/2018, as in force.

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 will propose the approval by the annual Ordinary General Meeting of shareholders of the Company's new Remuneration Policy, which was prepared by the Remuneration & Nomination Committee, concerning the BoD Members and BoD Committees, in accordance with the provisions of articles 110 and 111 of Law 4548/2018 and which determines the specific framework, the terms and the basic principles that are followed during the process of determining in general the remunerations, compensations and other benefits provided to the persons to whom it applies.

The content of the new Remuneration Policy, which is to be approved, has been posted on the Company's website (<http://www.thracegroup.gr>), for the purpose of ensuring the provision of a timely and appropriate information to the shareholders and the investor community in general.

Item 10:

Determination and pre-approval of the remuneration, salaries and compensations of the members of the Board of Directors for the current fiscal year 2023 (01.01.2023-31.12.2023, as well as the granting of permission for advance payment of the remuneration to the above members for the period until the next Ordinary General Meeting, according to the article 109 of Law 4548/2018, as in force.

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 will propose to the annual Ordinary General Meeting of shareholders the determination of remuneration, salaries and compensations in general of the members of the Board of Directors that are to be paid for the current fiscal year 2023 (01.01.2023-31.12.2023), which are in line with the newly approved Remuneration Policy of the Company which was approved during the discussion taking place on the previous item of the daily agenda.

Moreover, the Board of Directors will propose to the annual Ordinary General Meeting of shareholders the granting of relevant approval concerning the prepayment of the above remunerations to the above mentioned persons for the time period up to the following Ordinary General Meeting, according to the article 109 of Law 4548/2018 as in force.

Item 11:

Approval of the proposed new Suitability Policy of the members of the Board of Directors, in accordance with the provisions of article 3 of law 4706/2020, as in force.

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 will propose the approval by the annual Ordinary General Meeting of the shareholders of the Suitability Policy of the members of the Board of Directors of the Company, which (Policy) has been prepared in accordance with the provisions of article 3 of Law 4706/2020 and the guidelines of the Hellenic Capital Market Commission, as analyzed in particular in the respective Circular number 60 / 18.09.2020.

The text of the Policy to be approved has been posted on the Company's website (www.thracegroup.gr), for the timely and proper information of the shareholders and the investor community in general.

Item 12:

Redefining the Company's Audit Committee (type, composition, number of members, status of members and term of office), in accordance with the provisions of article 44 of Law 4449/2017, as applicable.

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 Company's Board of Directors will propose to the Annual General Meeting of shareholders the redefinition of the Audit Committee in terms of the type, composition, number of members, status of its members, and their term of office.

It is reminded that the Audit Committee was elected by virtue of the decision of the General Meeting of shareholders from 11 February 2021 and is an Independent Committee, whose term coincides with the term of the Company's Board of Directors.

The above Independent Committee consists of three (3) members in total and in particular consists of one (1) independent non-executive member of the Board of Directors and two (2) third persons, non-members of the Board of Directors, who meet the conditions of Article 9 of Law 4706/2020 referring to the concept of independence.

The members of the Committee appointed by the above resolution from 11.2.2021 and whose the CVs are posted on the Company's website (<http://www.thracegroup.gr>), meet all the independence criteria and there is no reason applicable to replace them.

It is noted that the designated members meet the conditions, criteria and requirements laid down by the current regulatory framework (Article 41, par. 1 of Law 4449/2017, as currently in force) and all members are able to implement their responsibilities and obligations.

It is reminded that the term of office of the Audit Committee coincides with the term of office of the Board of Directors of the Company elected by the Extraordinary General Meeting of February 11, 2021, i.e. it is five years, starting on February 11, 2021 and ending on February 11, 2026, extending until the end of the term within of which the immediately following Ordinary General Meeting of shareholders must be convened and until a relevant decision is taken.

Item 13:

Final decision on the appointment of a new member of the Company's Audit Committee, in accordance with the provisions of article 44, par. 1 of Law 4449/2017, as applicable.

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 will propose to the Annual Ordinary General Meeting of shareholders to proceed with a final decision on the appointment of a new member of the Audit Committee, (in replacement of a resigned member-third person who is not a member of the Board of Directors). The new member (who is also a third person and non-member of the Board of Directors) will fulfil all the conditions of article 44 of Law 4449/2017, as applicable and in particular the independence criteria of Article 9, par. 1 and 2, of Law 4706/2020, as in force, i.e. the requirement of sufficient knowledge of sector in which the Company operates, the requirement of sufficient knowledge and experience in auditing and finally the requirement of a basic understanding of the economic substance of the Company's financial statements.

Item 14:

Approval of the Company's share buyback program through the Athens Exchange, Greece, in accordance with the provisions of article 49 of Law 4548/2018, as applicable, and provision of the relevant authorizations.

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 will propose to the Annual Ordinary General Meeting of shareholders the approval of the Company's share buyback program in accordance with the provisions of article 49 of Law 4548/2018, as applicable, and in particular the purchase within a period of twenty-four (24) months from the date of this decision, i.e. until 24.05.2025, of a maximum number of 4,341,876 common registered shares (with the total treasury shares already owned by the Company, from a previous share buyback program, included and aggregated in relation to the above limit), with a purchase price range between fifty cents of Euro (0.50€) (minimum) per share and ten Euro (10 €) (maximum) per share.

At the same time, the Board of Directors will propose to the General Meeting of shareholders to be granted with authorization for the proper implementation of the process as per above, in accordance with the provisions of the current regulatory framework.

Item 15:

Granting of approval-authorization in accordance with the provisions of article 98 paragraph 1 of Law 4548/2018 as in force, to the Directors of the Board of Directors, to the General Managers, and to the Managers of the Company with regard to their participation in the Boards of Directors or in the Management of companies of the Group.

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 shall propose to the annual Ordinary General Meeting of Shareholders the granting of the relevant permission and approval, pursuant to the provisions of article 98, par. 1 of Law 4548/2018 as in force, to the Members of the Board of Directors, the General Managers and the Managers of the Company, in order to be able to participate in the Management of subsidiaries and/or affiliated companies (current or future) of the Company and therefore of the Group.

Item 16:

Submission and presentation of the Report of the independent non-executive members of the Board of Directors for the fiscal year 2022 (01.01.2022-31.12.2022), in accordance with the provisions of article 9 paragraph 5 of Law 4706/2020.

Required Quorum: -

Required Majority: -

In accordance with the provisions of article 9, par. 5 of Law 4706/2020, the report, dated 04.2023, of the Independent Non-Executive Members of the Board of Directors for the fiscal year 2022 (01.01.2022-31.12.2022) was submitted to the body of shareholders and was accordingly read. This document has been posted on the legally registered in GEMI address of the Company's website (www.thracegroup.com) for the purpose of providing full, adequate and thorough information towards the shareholders.