

«THRACE PLASTICS HOLDING SA»

**ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS
of 28th May 2025**

**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 (Stand alone and Consolidated) of the Company for the closing fiscal year 2024 (01.01.2024-31.12.2024), along with the 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 2024 (01.01.2024-31.12.2024), 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 24.04.2025, as well as of the Annual Report of the Board of Directors as at 24.04.2025 and of the Audit Report of the Company's Certified Auditor – Accountant, Mrs. Maria Chatziantoniou (SOEL Reg. No. 25301), as at 25.04.2025, member of the Auditing Company with the name " ERNST & YOUNG (HELLAS) Certified Auditors-Accountants S.A."

All of the above documents (Financial Statements, Reports, etc.) are included in the Annual Report of the closing fiscal year 2024 (01.01.2024-31.12.2024), 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: (NO VOTING)

Submission and presentation of the annual Audit Committee's Report on its activities for the fiscal year 2024 (01.01.2024-31.12.2024).

Required Quorum: -

Required Majority: -

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 2024 (01.01.2024-31.12.2024) 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, 2024.

Item 3:

Approval of allocation (distribution) of the profits for the fiscal year 2024 (01.01.2024-31.12.2024), 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 profits for the fiscal year ended on 31.12.2024 and specifically it will propose to distribute a total dividend of 10,250,000.00 Euros (gross amount) to the shareholders of the Company, from the earnings of the closing financial year 2024 (01.01.2024-31.12.2024) and from gains of previous fiscal years.

Given that the Company, pursuant to the relevant decision of its Board of Directors dated 14.11.2024, has already made the allocation (distribution) to the shareholders of an interim dividend for the fiscal year 2024 of a total amount of 3,000,000.00 Euros (gross amount), i.e. 0.0685848289 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 7,500,000.00 Euros (gross amount), i.e. 0.1657466698 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) **Tuesday, 10th June 2025** is the ex-dividend (cut-off) date concerning the dividend of the fiscal year 2024,
(b) **Wednesday, 11th June 2025** is the record date concerning the shareholders entitled to the dividend of the fiscal year 2024, and

(c) **Monday, 16th June 2025** is the payment date with regard to the dividend of year 2024, 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 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 recommend the approval by the annual Ordinary General Meeting of the shareholders of the new (amended) Remuneration Policy, which was prepared by the Remuneration & Nominations Committee 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 fees and other benefits provided to the persons to whom it applies. The content of both the new Remuneration Policy and the related B.O.D. explanatory report that is to be approved have been uploaded to the Company's website (<http://www.thracegroup.gr>), in order to ensure timely and appropriate information for shareholders and the investing public in general..

Item 5:

Approval of the distribution of fiscal year 2024 (01.01.2024-31.12.2024) part of the profits, to the Board of Directors, senior management and administrative officers of the Company and granting 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, following a relevant proposal of the Remuneration and Nominations Committee and in accordance with the more specifically contained in the current and approved Remuneration Policy adopted and applied by the Company and in in combination with article 15 of the Company's current Articles of Association, the approval of the payment to the executive members of the Board of Directors, the Senior Management and Administrative

Officers of the Company, of all kinds of remuneration to which the above persons are entitled (based on the Company's Remuneration Policy), which consist of participation in the gains of the closing year (01.01.2024-31.12.2024), according to article 109 par. 2 of law 4548/2018.

These remunerations concern, among others, both remuneration for participation in the Board of Directors and variable remuneration as a reward for their short-term performance based on the set goals of the Company, following relevant evaluation, but also as special benefits for the retention of the most capable executives in accordance with the more specific provisions contained in the Remuneration Policy which is in force.

Finally, the exact amount of the above remunerations (per executive member, per Senior Manager and per Administrative Officer) will be determined and specified and the necessary authorizations will be granted, in accordance with the above regulatory framework, as well as with the provisions of the above Remuneration Policy, with the decision of the Annual Regular General Assembly.

Item 6:

Approval of the overall management conducted by the Board of Directors for the closing fiscal year 2024 (01.01.2024 - 31.12.2024) 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 propose that the Ordinary General Meeting of shareholders approves the entire administration taking place during the year ended 31.12.2024 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 (stand alone and consolidated) of the fiscal year 2024 (01.01.2024-31.12.2024).

Item 7:

Election of an Auditing Firm from the Public Registry for the audit of the annual and half-year financial statements (Stand alone and Consolidated) of the year fiscal year 2025 (01/01/2025-31/12/2025) 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 "ERNST & YOUNG CERTIFIED AUDITORS 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 (stand alone and consolidated) for the current fiscal year 2025 (01/01/2025 - 31/12/2025).

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 2025 (01.01.2025-31.12.2025), 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, which, however, shall not exceed the amount of 120.000 € 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 8:

Election of an Auditing Firm from the Public Registry for the provision of assurance regarding the Company's compliance with the Sustainability Report for the current fiscal year 2025 (01/01/2025-31/12/2025) in accordance with the provisions of Article 154C of L. 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 Board of Directors, following a relevant proposal by the Audit Committee—which was accepted by all independent non-executive members—will propose to the Annual General Meeting of shareholders the election of the audit firm "ERNST & YOUNG CERTIFIED AUDITORS S.A.", which is registered in the Public Register of Article 14 of Law 4449/2017, for the provision of assurance on the Sustainability Report for the fiscal year 2025 (01.01.2025–31.12.2025), in accordance with the provisions of Article 154C of Law 4548/2018, Law 4449/2017 as in force, and the Guidelines issued by the Accounting Standardization and Auditing Committee (ELTE) regarding the Limited Assurance Engagement Program (ISAE 3000) of the annual sustainability report under Law 5164/2024.

Finally, it is proposed that the Board of Directors be granted the relevant authorization to conclude a final agreement with the aforementioned audit firm regarding the amount of its remuneration, which, however, shall not exceed the amount of 60.000 € and to send the elected audit firm the written notice of engagement within five (5) days from the date of its election.

Item 9:

Announcement of the election of a new Non-Executive Member of the Board of Directors to replace a deceased Non-Executive Member of the Board of Directors, as well as Independent Non-Executive Members to replace resigned independent Non-Executive Members of the Board of Directors, in accordance with Article 82 of Law 4548/2018, as currently in force, and decision on the designation of the status of Independent Non-Executive Member to them.

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

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

In accordance with the provisions of Article 82 paragraph 1 of Law 4548/2018, Article 5 paragraph 2 of Law 4706/2020, Circular No. 1149/17.5.2021 issued by the Hellenic Capital Market Commission (Department of Listed Companies / Listed Companies Supervision Division), and the Company's Articles of Association, the Chairman of the Annual General Meeting shall announce to the shareholders: (a) the election of Mr. Stylianos Vytogiannis as a new Non-Executive Member of the Board of Directors, replacing the late Non-Executive Member of the Board, Mr. Christos Alexis Komninos; and (b) the election of Ms. Fotini Maria Niforos (daughter of Georgios) and Ms. Eleni Provivi (daughter of Dimitrios) as new Independent Non-Executive Members of the Board of Directors, replacing the resigned Independent Non-Executive Members, Mr. Nikitas Glykas and Ms. Spyridoula Maltezou, for the remainder of their term of office.

The above elections were carried out during the meeting of the Board of Directors held on 28.02.2025, following a relevant proposal submitted by the Remuneration and Nomination Committee, and in full compliance and alignment with the principles and criteria of (individual and collective) suitability and diversity established and implemented by the Company. It was also confirmed that none of the elected individuals are subject to any impediment or incompatibility under the applicable legal framework on corporate governance, including the Hellenic Corporate Governance Code applied by the Company and its Internal Rules of Operation

In particular, the following were taken into consideration:

A. For all newly appointed members:

- (a) the size, structure, and internal organization, as well as the nature, scale, and complexity of the activities of the Company and the Group;
- (b) the Corporate Governance Code and the Internal Rules of Operations of the Company;
- (c) the detailed curriculum vitae of the new members of the Board of Directors, along with all documents, declarations, and information obtained internally by the Company and from external sources;
- (d) the absence of any legal impediment to the election of the proposed members, in accordance with the provisions of Article 3 paragraph 4 of Law 4706/2020; and finally
- (e) their academic background, professional experience, qualifications, competencies and overall skills, integrity, reputation, honesty and ethical conduct, as well as their availability and ability to dedicate sufficient and adequate time to the proper, appropriate, and effective performance and fulfillment of their duties and responsibilities.

B. With regard to the Independent Non-Executive Members of the Board of Directors:

- (a) the solemn declaration submitted by each candidate confirming their independence from the Company, in accordance with the meaning of Article 9 paragraphs 1 and 2 of Law 4706/2020, as in force;
- (b) the results of the review and verification of the Company's shareholder registry, which confirmed that the individuals in question do not hold shares in the Company and that none of the conditions set out in Article 9 paragraph 2(a) of Law 4706/2020 apply;

(c) the results of the review and verification of the Company's accounting records and contracts, which confirmed that the individuals are not significant customers or suppliers of the Company and that none of the conditions set out in Article 9 paragraph 2 (b) of Law 4706/2020 apply;

(d) the results of the review and verification of the Company's Articles of Association, the minutes of the Board of Directors and General Meetings over the past decade, the records of the Finance Department, Accounting Department, and other Divisions and Departments of the Company, which maintain records of individuals who have provided dependent employment, project-based, independent or any other form of services over the past three years, as well as the Company's financial statements over the past three years, and the records of statutory auditors. Additionally, interviews and personal contacts were conducted with individuals, executives, employees, and shareholders with long-standing knowledge of the Company's affairs. Based on all the above, it was confirmed that none of the proposed independent members fall under the cases (ca), (cb), (cc), (cd), (ce), (cf), and (cg) of Article 9 paragraph 2 of Law 4706/2020, as in force.

It was established and confirmed that all proposed members fully meet the independence requirements and criteria set out in the applicable legal and regulatory framework (Article 9 paragraphs 1 and 2 of Law 4706/2020), specifically that none of the proposed independent non-executive members:

- (i) directly or indirectly hold more than 0.5% of the Company's share capital or voting rights; and
- (ii) maintain any relationship of dependence with the Company or its affiliated entities, as defined in Article 9 paragraph 2 of Law 4706/2020, nor do they maintain any financial, business, family, or other relationship that could influence their decisions or impair their independent, objective, and impartial judgment.

Furthermore, the Company's Board of Directors, having taken into account:

(a) Document No. 1508/17.7.2020 issued by the Hellenic Capital Market Commission, titled "Remarks, clarifications, and recommendations regarding the implementation of Articles 3 and 4 of Law 3016/2022 on Corporate Governance, remuneration, tax provisions, etc., and Article 44 'Audit Committee' of Law 4449/2017 on the statutory audit of annual and consolidated financial statements, public oversight of the audit profession, and other provisions," which states that:

"If the Board of Directors proceeds with the replacement of an independent member, the assignment of the status of independent non-executive member of the Board to an existing or new member is temporary until the next General Meeting."

(b) Document No. 428/21.02.2022 of the Hellenic Capital Market Commission, titled "Questions and Answers regarding the provisions of Articles 1–24 of Law 4706/2020 on Corporate Governance," item No. 11, which states that:

"The Board of Directors has the right to assign, temporarily until the next General Meeting, the status of independent non-executive member to an existing or new member, only in the event that an existing independent non-executive member ceases to hold office and the Board decides to proceed with their replacement."

(c) Document No. 1149/17.5.2021 of the Hellenic Capital Market Commission, titled "Remarks, clarifications, and recommendations regarding the actions of listed companies in view of the convening of their General Meetings and the entry into force of Law 4706/2020 on Corporate Governance of public limited companies, the modern capital market, the transposition into Greek law of Directive (EU) 2017/828 of the European

Parliament and of the Council, measures for the implementation of Regulation (EU) 2017/1131, and other provisions,” which states that:

“If the Board of Directors, following the loss of the status of an independent non-executive member, proceeds with the replacement of the member and temporarily assigns the status of independent either to the new member or to another existing member:

(i) The election of the member who replaced the one who lost the status of independent non-executive member shall be announced at the next General Meeting by the Board of Directors, in accordance with Article 82 paragraph 1 of Law 4548/2018, as in force.

(ii) The General Meeting shall decide on the assignment of the status of independent non-executive member either to the new member elected by the Board or to another existing or new member elected by the General Meeting, for the remaining term of the member who lost the status.”

the Board of Directors will propose to the Annual General Meeting of shareholders the definitive assignment of the status of Independent Non-Executive Member of the Board of Directors to both Ms. Fotini-Marina Niforos and Ms. Eleni Provivi, for the period from their aforementioned appointment until the expiration of the term of the current Board of Directors, as it has been established that they meet the independence criteria set out in Article 9 of Law 4706/2020. Furthermore, based on their CVs, each of them possesses sufficient knowledge, skills, and experience, independent judgment, integrity, and good reputation, and is therefore deemed fully suitable for the position and the performance of the duties of an Independent Non-Executive Member of the Company’s Board of Directors.

It is underlined that this status was initially granted to them by virtue of the Board of Directors’ decision dated 28.02.2025, as described in detail above.

Item 10:

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 2024 (01/01/2024 - 31/12/2024).

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 all fees , salaries , compensation and other benefits in general paid to its members in accordance with the applicable Remuneration Policy, for their services rendered towards the Company for the closing fiscal year 2024 (01.01.2024-31.12.2024), as such remuneration is analyzed in detail and in accordance with the law in the Remuneration Report.

Item 11:

Submission for discussion and voting by the Annual Ordinary General Meeting of the Remuneration Report for the closing fiscal year 2024 (01.01.2024-31.12.2024), 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 2024 (01.01.2024-31.12.2024) 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 12:

Election of a new Board of Directors of the Company and appointment of its Independent Members

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

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

In the context of the Company's substantial and more effective compliance and alignment with the requirements and provisions of Law 4706/2020 (Government Gazette A' 136/17.07.2020) on corporate governance, and in order to strengthen the role and functioning of the Board of Directors—which may be achieved through the expansion of its membership, thereby enhancing its effectiveness—and with the aim of encouraging the more active participation of existing senior executives in the Company's governance, taking into account their experience and significant contribution to the Company's profitability and growth, and following the recommendation of the Company's Remuneration and Nomination Committee, it is proposed that a new twelve-member (12-member) Board of Directors be elected. This will be achieved through the re-election of all current members, namely: 1) Konstantinos Chalioris (son of Stavros), 2) Georgios Samothrakis (son of Panagiotis), 3) Dimitrios Malamos (son of Petros), 4) Athanasios Dimos (son of Georgios), 5) Vasileios Zairopoulos (son of Stylianos), 6) Christos Siatis (son of Panagiotis), 7) Theodoros Kitsos (son of Konstantinos), 8) Myrto Papathanou (daughter of Christos), 9) Fotini-Marina Niforos (daughter of Georgios), 10) Eleni Providi (daughter of Dimitrios), 11) Stylianos Vytogiannis (son of Konstantinos), and the election and addition of a new member, Mr. Hector Souroulidis (son of Panagiotis).

The proposed twelve-member composition of the new Board of Directors fully ensures the smooth, effective, and uninterrupted exercise of its duties and responsibilities. It reflects the size, organization, and operational model of the Company, which requires speed and flexibility due to its export-oriented nature and high level of outward-looking activity. It is characterized by a diversity of knowledge, skills, qualifications, and experience—elements that can decisively contribute to the promotion and achievement of the Company's business objectives and plans.

The term of the new Board of Directors is proposed to be five years, in accordance with Article 7 paragraph 2 of the Company's Articles of Association, i.e., until 28 May 2030, extended until the expiration of the deadline for convening the next Annual General Meeting of shareholders and until a relevant decision is made.

Furthermore, the Board of Directors proposes to the General Meeting of shareholders the designation of the following individuals **as independent members**: 1) Georgios Samothrakis, 2) Myrto Papathanou, 3) Fotini-Marina Niforos, 4) Eleni Providi, 5) Stylianos Vytogiannis, and 6) Hector Souroulidis, as, following a thorough assessment, it has been confirmed that all of them meet the independence requirements and criteria set out in the applicable legal framework (Article 9 paragraph 1 and 2 of Law 4706/2020).

For the purpose of providing full, adequate, and appropriate information to the Company's shareholders, the detailed CVs of all twelve (12) candidates for election to the Board of Directors along with relevant recommendation and justification of the Nomination and Remuneration Committee, are available on the Company's website <https://www.thracegroup.com/gr/en/>.

Item 13:

Appointment of the Audit Committee, in accordance with the provisions of article 44 of Law 4449/2017, 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

In accordance with the provisions of Article 44 of Law 4449/2017, as amended by Article 74 of Law 4706/2020, the Company, as a public interest entity, is required to maintain an Audit Committee consisting of at least three (3) members, **the majority of whom must be independent from the audited entity**, in accordance with the applicable regulatory framework.

Taking into consideration the following:

(a) The provisions of Article 44 paragraph 1 of Law 4449/2017 (Government Gazette A' 7/24.01.2017), as amended by Article 74 of Law 4706/2020 (Government Gazette A' 136/17.07.2020), and the provisions of the Company's Audit Committee Charter, which stipulate that:

(i) The Audit Committee may be either:

- ✓ a Committee of the Board of Directors, composed of its non-executive members, or
- ✓ an Independent Committee, composed:
 - either of non-executive members of the Board and third parties,
 - or solely of third parties (where "third party" refers to any person who is not a member of the Board of Directors)

(ii) The type of Audit Committee, its term, the number and the qualifications of its members are determined by the General Meeting of shareholders;

(iii) The members of the Audit Committee are appointed either by the Board of Directors, when it is a Board Committee, or by the General Meeting of shareholders, when it is an Independent Committee;

- (iv) The term of the Audit Committee members coincides with the term of the Board of Directors;
- (v) The majority of the Audit Committee members must be independent from the Company, in accordance with the applicable provisions on independence (Article 9 paragraphs 1 and 2 of Law 4706/2020), and this must be adequately documented and justified upon their appointment;
- (vi) The members of the Audit Committee must possess sufficient knowledge of the sector in which the Company operates;
- (vii) At least one (1) independent member of the Audit Committee, as defined in Article 9 paragraphs 1 and 2 of Law 4706/2020, must have sufficient knowledge and experience in auditing or accounting;
- (b) Item No. 8 of Document No. 427/21.02.2022 of the Hellenic Capital Market Commission, titled “Questions and Answers regarding the provisions of Article 44 of Law 4449/2017 on the Audit Committee,” which provides that the General Meeting of shareholders is responsible for appointing the members of the Audit Committee.

All members of the Audit Committee must possess sufficient knowledge of the sector in which the Company operates, and at least one (1) independent member must have proven knowledge and experience in auditing or accounting.

More Detailed:

I. Composition of the Audit Committee

It is proposed that the new Audit Committee be established as an Independent Mixed Committee, consisting of three (3) members: two (2) third parties (non-members of the Board of Directors) and one (1) independent non-executive member of the Board.

II. Term of the Audit Committee

The term of the Audit Committee is proposed to coincide with that of the Board of Directors, i.e., five years, commencing on 28 May 2025 and ending on 28 May 2030.

III. Proposed Members of the Audit Committee

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

- 1) Mr. Georgios Samothrakis, Independent Non-Executive Member of the Board of Directors
- 2) Mr. Konstantinos Kotsilinis, third party (non-member of the Board)
- 3) Ms. Sofia Manesi, third party (non-member of the Board)

To substantiate that the above individuals meet the criteria and requirements set out in Article 44 paragraph 1 of Law 4449/2017, as in force, their CVs have been made available on the Company’s website.

Based on the information provided in their CVs, it is evident that all proposed members possess sufficient knowledge of the Company’s sector, as they have all previously served on the Audit Committee elected by the Extraordinary General Meeting of 11 February 2021, and subsequently reconstituted following the resignation of one of its members and the appointment of Ms. Sofia Manesi as a replacement.

The criterion of sufficient knowledge and experience in auditing or accounting is demonstrably met by both Mr. Georgios Samothrakis and Mr. Konstantinos Kotsilinis, who are both former Certified Public Accountants with extensive academic background and professional experience, significantly enhancing the effectiveness of the Audit Committee.

Ms. Sofia Manesi, with her many years of experience in Internal Audit, is also expected to contribute meaningfully to the Committee's work, offering practical solutions and guidance that support the Company's financial growth while ensuring full compliance with its legal obligations.

Finally, the independence criteria set out in Article 9 paragraphs 1 and 2 of Law 4706/2020 are fully met by all the above individuals, as:

(a) None of them directly or indirectly holds more than 0.5% of the Company's share capital or voting rights; and

(b) They are free from any relationship of dependence with the Company or its affiliated entities, as defined in Article 9 paragraph 2 of Law 4706/2020, and maintain no financial, business, family, or other relationship that could influence their decisions or impair their independent, objective, and impartial judgment.

Item 14:

Determination and pre-approval of the remuneration, salaries and compensations of the Members of the Board of Directors for the current fiscal year 2025 (01.01.2025-31.12.2025, 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 maximum amount of remuneration, compensation and other benefits in general proposed for approval and payment to all members of the Board of Directors during the fiscal year 2025 (01.01.2025 – 31.12.2025) member will be determined at a later date, but in any case the total remuneration of all members of the Board of Directors must not exceed the maximum limit proposed for pre-approval. 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 15:

Approval of the Company's stock repurchase plan through the Athens Exchange, Greece, in accordance with the provisions of article 49 of Law 4548/2018, as applicable, and granting of 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 stock repurchase plan in accordance with the provisions of article 49 of Law 4548/2018, and it will ask for granting of the necessary authorizations for the proper implementation and execution of the aforementioned program, within the framework to be defined. In particular, it will propose the acquisition, within a period of twenty-four (24) months from the date of this resolution, of up to 3.510.349 common registered shares, which, when aggregated with the treasury shares currently held by the Company (863.796 treasury shares) represent 10% of the total currently outstanding voting shares of the Company, purchase price range will be between fifty euro cents (€0.50) per share (minimum) and ten euros (€10.00) per share (maximum).

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 16:

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 17: (NO VOTING)

Submission and presentation of the Report of the Independent Non-Executive members of the Board of Directors for the fiscal year 2024 (01.01.2024-31.12.2024), 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 06.05.2025, of the Independent Non-Executive Members of the Board of Directors for the fiscal year 2024 (01.01.2024-31.12.2024) 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.gr) for the purpose of providing full, adequate and thorough information towards the shareholders.