

**DRAFT DECISIONS OF THE ORDINARY SHAREHOLDERS MEETING FOR THE  
FISCAL YEAR 2019 ON EACH POINT OF THE AGENDA**

**Points of the Agenda**

**Point No 1: Submission and approval of the Financial Statements for the fiscal year 01.01.2019 – 31.12.2019, the Management Report of the Board of Directors and the Auditors' reports.**

**Draft Decision**

The General Meeting, following a legal vote, approves (unanimously or by absolute majority of .....% of the share capital or of .....shares) the Annual Financial Statements for the fiscal year 01.01.19-31.12.19 and more specifically the Statement of Financial Position, the Statements of Comprehensive Income, the Statement of Changes in Equity, the Cash Flow Statement, the distribution of earnings for the fiscal year, the annual report of the BoD and the Chartered Auditor's report.

**Point No 2: Approval of the total management of the members of the Board of Directors during the fiscal year 01.01.2019 - 31.12.2019 according to article 108 of the law 4548/2018 and exemption of the auditors from any liability for the financial year 1.1.2019 -31.12.2019.**

**Draft Decision**

The General Meeting, following a legal vote, (unanimously or by absolute majority of .....% of the share capital or of .....shares) approves the total management of the members of the Board of Directors for the fiscal year 01.01.2019-31.12.2019 and expresses its acknowledgement for their services rendered to the Company. Via a separate vote, the General Meeting (unanimously or with an absolute majority of.....votes or.....% of the share capital), also approves the discharge of the Auditors from any liability for damages for this fiscal year.

**Point No 3: Approval of the Remuneration Report for the fiscal year 01.01.2019 – 31.12.2019**

**Draft Decision**

The General Meeting, following a legal vote, (unanimously or by absolute majority of .....% of the share capital or of .....shares) approves the Remuneration Report for the fiscal year 2019.

**Point No 4 ; Election of a Certified Auditor and its deputy for the fiscal year 2020 and determination of their fees.**

**Draft Decision**

The General Meeting, following a legal vote (unanimously or by absolute majority of shares ..... or .....% of the share capital) appoints as Certified Auditors for the fiscal year 2020 the following:

a) REGULAR AUDITOR

....., with SOEL reg. number.....

b) ALTERNATE AUDITOR

....., with SOEL reg. number.....

The Certified Auditor's Fee for his statutory duties for the period 01.01.2020-31.12.2020 shall stand at.....plus VAT. In addition, the Certified Auditor's Fee for the issue of the statutory tax certificate shall stand at.....plus VAT.

**Point No 5: Determination of the Board members' remuneration. Approval of their fees for the previous fiscal year and pre-approval of their fees for the next fiscal year.**

#### **Draft Decision**

The General Meeting, following a legal vote (unanimously or by absolute majority with .....votes or .....% of the share capital):

- a. approves the fees paid during the fiscal year 2019 to the members of the BoD standing at euro 109.000,00 an amount that is smaller than the amount of euro 200,000.00 that had been approved by the Ordinary General Meeting dated 05.06.2019.
- b. pre-approves BoD fees for the fiscal year 2020 and for the first semester of 2020.
- c. approves the fees of a member of the BoD exercising the duties of Managing Director of the Company for the fiscal year 2019 and for the first semester of 2020.

**Point No 6: Approval of, according to article 98 par. 1 of the L 4548/2018, the participation of the members of the Board of Directors, to Boards of other companies with similar objectives.**

#### **Draft Decision**

The General Meeting, following a legal vote (unanimously or by absolute majority of.....votes or.....% of the share capital) granted permission, according to article 98 par. 1 of Law 4548/2018, as in force, to the members of the Company's Board of Directors as well as to the Chairman, the Vice Chairman and the Managing Director, to take either on their behalf or on the behalf of third parties, actions which are part of any of the objectives pursued by the Company, as well as to participate as general partners or as members of the Board of Directors or in the Management of other companies pursuing identical or similar objectives to the ones of ALPHA TRUST-ANDROMEDA INVESTMENT TRUST S.A.

**Point No 7: Approval of extension of the duration of the agreement with the external investment manager, ALPHA TRUST MUTUAL FUND AND ALTERNATIVE INVESTMENT FUND MANAGEMENT S.A., as in force, according to the provisions of the aforementioned agreement and Law 4209/2013.**

#### **Draft Decision**

The General Meeting, following a legal vote (unanimously or by absolute majority with .....votes or.....% of the share capital) and pursuant to the provisions of Law 4209/2013 approves the extension of the duration of the agreement signed by the Company, as follows:

- a) The Alternative Investment Fund Management Agreement with ALPHA TRUST MUTUAL FUND AND ALTERNATIVE INVESTMENT FUND MANAGEMENT S.A., which was approved by the Board of Directors on 22/2/2018.

b) The Loan Agreement for a Salaried Employee with ALPHA TRUST MUTUAL FUND AND ALTERNATIVE INVESTMENT FUND MANAGEMENT S.A., which was approved by the Board of Directors on 17/12/2015.

**Point No 8:** Update from the Chairman of the Audit Committee to the shareholders on the proceedings of the Audit Committee.

The Chairman of the Audit Committee updates the shareholders regarding the actions of the Committee during the fiscal year 2019.

**Point No 9 :** Approval of the Remuneration of the President of the Audit Committee

#### **Draft Decision**

The General Meeting, following a legal vote (unanimously or by absolute majority of .....shares or .....% of the share capital) approves the remuneration of the President of the Audit Committee up to the amount of.....

**Point No 10 :** Election of the Remuneration Committee

#### **Draft Decision**

The General Meeting, following a legal vote (unanimously or by absolute majority of .....shares or .....% of the share capital) approves the establishment of the Remuneration Committee which will consist of the following non-executive members of the Board of Directors :

- Alexander Zagoreos son of Eleftherios, Prseident
- Phaedon Theodoros Tamvakakis son of Dimitrios, Vice-President
- Alexios Soutlogiannis son of Athanassios, Independent Member
- Anastasios Adam son of Evangelos, Independent Member
- James Edward Jordan son of James Edward Jordan, Independent Member
- Nikolaos Kyriazis son of Konstantinos, Independent Member

**Point No 11:** Reduction of the share capital by the amount of 300.852,00 euro, by reducing the nominal value of the company share, which will consequently amount from € 14,50 to € 13,75 each, in order to return capital to the shareholders of an amount of € 0,75 per share and relevant amendment of article 5 of the articles of association.

#### **Draft Decision**

The General Meeting, following a legal vote (unanimously or by absolute majority with .....votes or.....% of the share capital) approves the reduction of the share capital by the amount of 300.852,00 euro, by reducing the nominal value of the company share, which will consequently amount from € 14,50 to € 13,75 each, in order to return capital to the shareholders, amounting € 0.75 per share and relevant amendment of article 5 of the articles of association.

**Point No 12:** Approval of termination of the purchase of own shares which was approved by the Extraordinary General Meeting of 10.09.2018.

## Draft Decision

The General Meeting, following a legal vote (unanimously or by absolute majority with .....votes or.....% of the share capital) approves the termination **of the purchase of own shares which was approved by the Extraordinary General Meeting of 10.09.2018.**

**Point No 13: Decision for the purchase of own shares, in accordance with the provisions of article 49 of L.4548/2018.**

The General Meeting, following a legal vote (unanimously or by absolute majority with .....votes or.....% of the share capital) approves The purchase of own shares, in accordance with the provisions of article 49 of law 4548/2018 with the purpose to either annul or sell the own shares to third parties or both, at the option and at the discretion of the Board of Directors. The Board of Directors is hereby unanimously authorized to decide at its own discretion whichever of the above is preferable according to the interest of the Company, at a given time and economic juncture, namely to decide whether it will annul the own shares or sell the own shares to third parties or partly annul and partly sell these own shares according to the above under the following terms and conditions:

- a) Purchase of own shares up to 10% of the total outstanding shares of the Company at any given time.
- b) Upper limit for acquisition is set at euro 50.00 and lower limit is set at euro 1.00 per share.
- c) The share buyback period is set to be 24 months, i.e. until 21.06.2022.