



PLASTIKA KRITIS

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Heraklion, June 06, 2024

**DRAFT RESOLUTIONS AND COMMENTS OF THE BOARD OF DIRECTORS
FOR THE ANNUAL ORDINARY GENERAL MEETING OF JUNE 28th, 2024
addressed to the Shareholders of the S.A. Company
PLASTIKA KRITIS INDUSTRIAL AND COMMERCIAL S.A. COMPANY
General Commercial Registry Number: 77082927000**

1st Issue - Submission and approval of the Annual Financial Statements (Corporate and Consolidated) for the fiscal year 2023 (01.01.2023 - 31.12.2023) as well as the reports of the Board of Directors and the Certified Auditor of the Company.

DRAFT RESOLUTION

The General Meeting approved, with a majority and proportion of valid votes...% of the shares with voting right (i.e.... shares, and... valid positive votes), the Annual Financial Statements (Corporate and Consolidated) of corporate year 2023 as well as the reports of the Board of Directors and the Certified Auditor.

Number of shares for which valid votes were given:

Percentage of shares with voting right:

Valid:

Vote upon the valid:

For: Against: Blanks/Abstention:

2nd Issue - Approval of the allocation of profits for the year 2023 and dividend distribution.

DRAFT RESOLUTION

The General Meeting approved, with a majority and proportion of valid votes...% of the shares with voting right (i.e.... shares, and... valid positive votes), the allocation of the profits of the corporate year 2023. In detail, the profits of the fiscal year 2023 before taxes amount to 35,222,814.86 euros and after deducting the tax of 6,251,458.62 euros, there are remaining profits to be allocated in the total amount of 28,971,356.24 euros which will be allocated as follows:

Reserve L.4172 Article 48	4.218.782,00
Dividend	13.689.600,00
Retained Earnings	<u>11.062.974,24</u>
Total	28.971.356,24

The dividend that will be distributed per share will be 0.50 euros and will be paid to the Company's Shareholders according to the following schedule:

Thursday 01/08/2024:

Cut-off date of dividend right for the year 2023.

Friday 02/08/2024:

Date of identification of dividend beneficiaries for the year 2023 (record date).

Thursday 08/08/2024:

Start date of dividend's payment for the year 2023.

They were also approved:

- a) The distribution of net profits of 1.033.600 euros, which according to the principles and rules of International Accounting Standards had been taken into account for the formation of profits for the year 2023, for payment to members of the Board of Directors, who substantially contributed to the achievement of the Company's goals in the year 2023.
- b) The distribution of an amount of 1,100,000 euros from the net profits of the fiscal year 2023 to the company's staff which, according to the principles and rules of the International Accounting Standards, will be taken into account for the formation of the profits of the fiscal year 2024.

Number of shares for which valid votes were given:

Percentage of shares with voting right:

Valid:

Vote upon the valid:

For: Against: Blanks/Abstention:

3rd Issue - Briefing of the Chairman of the Audit Committee on the activities of the Committee in fiscal year 2023.

The Chairman of the Audit Committee informs the General Meeting of shareholders on the activities of the Audit Committee during the fiscal year 2023, submitting a relevant report according to the provisions of article 44 par. 1 (h) of law 4449/2017.

The Activity Report of the Audit Committee for the year 2023 is posted on the official website of the Company.

4th Issue - Approval of the overall management of the Company and release of the Certified Auditors-Accountants from any liability for compensation for the year 2023 (01.01.2023 - 31.12.2023).

DRAFT RESOLUTION

The General Meeting approved, with a majority and proportion of valid votes...% of the shares with voting right (i.e..... shares, and.....valid positive votes), the overall management of the Company and the dismissal of Certified Auditors-Accountants from any liability for compensation about the management of the Company and the Financial Statements for the year 2023.

Number of shares for which valid votes were given:
Percentage of shares with voting right:
Valid:
Vote upon the valid:
For: Against: Blanks/Abstention:

5th Issue - Election of an audit company of Certified Auditors for the year 2024 and determination of its remuneration.

DRAFT RESOLUTION

The General Meeting decided, with a majority and proportion of valid votes...% of the shares with voting right (i.e..... shares, and..... valid positive votes), the election of the company Grant Thornton with A.M. SOEL 30422 for the year 2024. The company after its election will submit a binding declaration to our company for the appointment of a regular and a substitute certified auditor.

It is noted that the above mentioned Audit Company, in addition to performing the audit of the annual and semi-annual financial statements, of the XHTML and XBRL digital files and of the completeness of the information in the annual Remuneration Report, will also undertake the process of issuing the annual certificate and the tax compliance report of the Company for the year 2024, in accordance with the provisions of article 65A of law 4174/2013 as amended by article 37 of law 4646/2019.

For the remuneration of the above mentioned Audit Company the relevant decision of the Board of Directors of 29.05.2024 is valid, which was brought to the attention of the shareholders.

Number of shares for which valid votes were given:
Percentage of shares with voting right:
Valid:
Vote upon the valid:
For: Against: Blanks/Abstention:

6th Issue - Provision of permission, according to article 98 par. 1 of law 4548/2018, to the members of the Board of Directors and the managers of the Company, to participate in the Boards of Directors or in the management of companies of the Group.

DRAFT RESOLUTION

The General Meeting approved, with a majority and proportion of valid votes...% of the shares with voting right (i.e.... shares, and... valid positive votes), the proposal of the Board of Directors for granting a permission, in accordance with article 98 par. 1 of law 4548 / 2018, to the members of the Board of Directors and the executives of the Company, to participate in the Boards of Directors or in the management of companies of the Group.

Number of shares for which valid votes were given:
Percentage of shares with voting right:
Valid:
Vote upon the valid:
For: Against: Blanks/Abstention:

7th Issue - Approval of the remuneration of the Board of Directors paid in the fiscal year 2023 as well as pre-approval of the payment of remuneration for the fiscal year 2024 to the members of the Board of Directors and the Committees who are not paid a monthly salary nor are they remunerated from the profits.

DRAFT RESOLUTION

The General Meeting approves, with a majority and proportion of valid votes...% of the shares with voting right (i.e.... shares, and... valid positive votes), the remuneration paid to the members of the Board of Directors who are not paid a monthly salary nor are they remunerated from the profits, based on its previous decision, as they are mentioned in detail in the Remuneration Report for the year 2023.

It was also decided to pre-authorize the payment of fees to the members of the Board of Directors and the committees mentioned above as follows: 660 euros per meeting attended in person or electronically. For cases where a decision is made, in accordance with the procedure of article 26 par. 4 of the articles of association (recording of a decision without a meeting), the fee is set at 165 euros. For committee meetings, 330 euros per meeting for members who attend in person or electronically. For the processing of tasks assigned to the members of the Board of Directors mentioned above as well as to the members of the committees, an hourly fee of 66 euros is proposed. The decision of the General Meeting will be valid both for the fiscal year 2024 and for subsequent fiscal years until it is amended by a newer decision.

Number of shares for which valid votes were given:
Percentage of shares with voting right:

Valid:
Vote upon the valid:
For: *Against:* *Blanks/Abstention:*

8th Issue - Submission for discussion and voting, by the General Meeting, in accordance with the provisions of article 112 of law 4548/2018, of the Remuneration Report for the year 2023.

DRAFT RESOLUTION

The Chairman of the Board of Directors brought to the attention of the shareholders the Remuneration Report of the members of the Board of Directors for the year 2023 which includes the total fees paid to the members of the Board of Directors for the year 2023 in accordance with Article 112 of Law 4548 / 2018. It is clarified that the shareholders' vote, regarding the Remuneration Report is, according to article 112 par. 3 of Law 4548/2018, advisory. The report in its entirety is posted on the official website of the Company.

A voting followed and the General Meeting approved, with a majority and proportion of valid votes...% of the shares with voting right (i.e.... shares, and... valid positive votes) the Company's Remuneration Report.

Number of shares for which valid votes were given:
Percentage of shares with voting right:
Valid:
Vote upon the valid:
For: *Against:* *Blanks/Abstention:*

9th Issue - Submission of report by independent non-executive members of the Board of Directors for the year 2023.

The independent non-executive members of the Board of Directors jointly submitted to the General Meeting of Shareholders a report on the expression of opinion regarding the monitoring of the implementation of the strategy and objectives of the company, the suggestions and performance of the executive members in their duties, the compliance with the regulatory framework, the Regulation and the Company's Policies, as well as the content of the Board of Directors' Report and the Company's 2023 Corporate Governance Statement, in accordance with the provisions of article 9 of Law.4706/2020.

The report of the Independent Non-Executive Board Members for the year 2023 is posted on the official website of the Company.

10th Issue - Amendment of articles of association (article 4).

DRAFT RESOLUTION

For the comprehensive and timely response to the ever evolving and growing requirements and needs in the field of information technology and the security of information systems, the following addition to paragraph 1 of article 4 (Objectives of the company) is proposed.

Subsequently, the General Meeting decided, with a majority and proportion of valid votes...% of% of the shares with voting right (i.e.... shares, and... valid positive votes), to amend article 4 of the articles of association with the following addition to its text:

"..... (ih) The exercise and participation in activities of the field of Information Technology."

Number of shares for which valid votes were given:

Percentage of shares with voting right:

Valid:

Vote upon the valid:

For: Against: Blanks/Abstention:

11th Issue - Election of a new Board of Directors of the company and appointment of its independent non-executive members, in accordance with the provisions of Law 4706/2020.

DRAFT RESOLUTION

The Chairman of the Board of Directors informed the General Meeting about the recommendation of the Remuneration and Nomination Committee which concerns the election of the members of the new Board of Directors. The suggestion, which after an analytical evaluation results in the proposal to re-elect all the members of the existing Board of Directors, was brought to the attention of the Board of Directors and is referred as is to the General Meeting.

For the justification of this proposal, the prescribed procedure was followed in detail, as defined by the regulatory framework and the Company's Eligibility Policy. In particular, the following were examined:

_ the annual evaluations of the members of the Board of Directors and Committees for the periods 2021, 2022, 2023 from which the suitability of all members is ascertained

_ updated CVs showing that the knowledge, experience and skills requirements are met

_ the submitted responsible declarations from which it is ascertained that there are no issues of conflict of interest, no obstacles or irreconcilables, while there are no issues regarding the fulfilment of the independence criteria for the candidate independent members

_ copies of criminal records from which moral and reputation guarantees are documented

_ the independence of judgement

_ the availability of sufficient time

_ the composition of the proposed Board of Directors, which sufficiently covers the requirements of the regulatory framework in terms of sufficient representation per gender and the required number of independent members

_ the proposed structure and composition of the Board of Directors, which reflects the knowledge, skills and experience required to exercise its responsibilities

From the examination of the necessary supporting documents and data, the individual and collective suitability of all candidate members was ascertained.

Especially for the independent non-executive members, it was confirmed that they meet the conditions of independence in accordance with the provisions of article 9 of Law 4706/2020. Based on the above, the Remuneration and Nomination Committee drew up a relevant Evaluation Report which it submitted to the Board of Directors, with which it proposes the election of a new Board of Directors with the re-election of its outgoing members, in particular it proposes the following:

Mr. John Lebidakis
Mrs. Katina-Anna Lebidaki
Mr. Michael Lebidakis
Mr. Emmanuel Lebidakis
Mr. Ioannis Melas
Mr. Emmanuel Kykrilis
Mr. George Valergakis
Mr. George Korkakas
Mr. Michael Perakis
Mr. Nikolaos Mirtakis
Mr. Michael Vlatakis
Mr. Georgia Milaki
Mr. Christina Chalkiadaki

Brief biographies of the members of the Board of Directors follow.

- 1) Ioannis Lebidakis of Michael: He was born in 1937. He is the founder of the Company and Chairman of the Board. He was a Municipal Councillor of Heraklion (1974-1994), a member of the Board of Directors of ETBA S.A. (1982-1989), President of the Chamber of Heraklion (1991-1993) and President of the "Pancreta Cooperative Bank" (1993-2017).
- 2) Katina-Anna Lebidakis of Michael: Born in 1942. She is Executive Vice-President of the Board of Directors, with responsibility for the Financial Management of the Company since 1981.
- 3) Michael Lebidakis of Ioannis: Born in 1964. He studied chemical engineering at the Polytechnic University of Patras (1981-1986) and obtained a Master of Business Administration (MBA) from INSEAD in 1989. He started his professional career in 1985 as Export Manager of PLASTIKA KRITIS and since 1992 he has been the CEO of the Company with responsibility for Marketing & Sales, Raw Material Procurement and Research & Development.
- 4) Emmanuel Lebidakis of Ioannis: He was born in 1965. He studied electrical engineering at the Polytechnic University of Patras (1982-1987). He has been the CEO of the Company since 1992 with areas of responsibility for the management of the factories and the investments of the group.
- 5) Ioannis Melas of Dimitrios: He was born in 1957. He is a Mechanical Engineer-Electrical Engineer from Polytechnic University of Athens with a Master's degree in the USA (MS). He has been working in our Company since 1984. He is currently Group Technical Director and executive member of the Board of Directors.

- 6) Emmanuel Kykrilis of Vassilios: He was born in 1948. He is an agronomist, a graduate of the Higher Agricultural School of Athens and has worked at Dupont and since 1992 at our Company. Today he is the Marketing and Sales Director of the Films and Tubes sector and an executive member of the Board of Directors.
- 7) Georgios Valergakis of Myron: He was born in 1962. He is an economist with many years of experience in accounting-tax-labour matters. He has been working for the Company since 1985 and is currently the Financial Director and executive member of the Board of Directors.
- 8) George Korkakas of Ioannis: He was born in 1967. He is a chemical engineer and holds an MSc in Polymer Engineering. He has been working for the Company since 1994 and is currently the General Manager of the Masterbatches sector and an executive member of the Board of Directors.
- 9) Michael Perakis of Konstantinos: Born in 1977. He is an entrepreneur/investor in real estate and renewable energy sources (PV), property investment consultant, owner of a real estate office, certified realtor and member of the Association of Realtors of Eastern Crete (SYMAK). He is a member of the Board of Directors since 2019 and member of the Audit Committee since 2020.
- 10) Nikolaos Mirtakis of Emmanuel: Born in 1952, he is an economist and lives in Heraklion. He has been Director of the Union of Agricultural Cooperatives of Heraklion, Chairman of the Board of Directors and CEO of Pancreta Bank, Chairman of the Association of Cooperative Banks of Greece, Vice Chairman of the Board of Directors of Cooperative Insurance AEEGA and Member of the Board of Directors and Chairman of the Audit Committee of Panhellenic Bank. He is a member of the Board of Directors and of the Audit Committee from 2020 and member of the Remuneration and Nomination Committee since 2021.
- 11) Michael Vlatakis of Georgios: He was born in 1959 and lives in Heraklion. He is a well-known businessman in the field of tourism and the organization of conferences & events. Since 2012 he is President of the Association of Tourist and Travel Agencies of Crete. He is a member of the Board of Directors since 2020 and member of the Remuneration and Nomination Committee since 2021.
- 12) Georgia Milaki of Dimitrios: She was born in 1973 and lives in Heraklion. He is a pathologist - oncologist with a rich research and academic work as well as a member of scientific societies. Since 2019 she has been elected as a member of the Regional Council of Crete. She is a member of the Board of Directors since 2020.
- 13) Christina Chalkiadaki of Minas - Stylianos: She was born in 1976 and lives in Heraklion. She holds an MA from the University of Reading in International Business and Finance. She is a well-known entrepreneur in the field of retail trade. She is also a member of the Board of Directors since 2020.

The detailed CVs of the members are posted on the Company's official website.

The detailed Evaluation Report of the Remuneration and Nomination Committee regarding the evaluation of the proposed members of the Board of Directors is posted on the official website of the Company.

The General Meeting decided with a majority and proportion of valid votes ...% of the shares with voting rights (ie ...shares, and ...valid positive votes) to elect a new Board of Directors due to the expiration of its term of office.

It elected the members of the new Board of Directors of the Company, and appointed its independent members, as below:

Mr. John Lebidakis (member)
Mrs. Katina-Anna Lebidaki (member)
Mr. Michael Lebidakis (member)
Mr. Emmanuel Lebidakis (member)
Mr. Ioannis Melas (member)
Mr. Emmanuel Kykrilis (member)
Mr. George Valergakis (member)
Mr. George Korkakas (member)
Mr. Michael Perakis (member)
Mr. Nikolaos Mirtakis (independent member)
Mr. Michael Vlatakis (independent member)
Mr. Georgia Milaki (independent member)
Mr. Christina Chalkiadaki (independent member)

The term of office of the aforementioned Board of Directors is five years, in accordance with article 20 of the articles of association, that is until June 28, 2029, and it is extended until the Ordinary General Assembly whenever it takes place within 2029.

Number of shares for which valid votes were given:
Percentage of shares with voting right:
Valid:
Vote upon the valid:
For: Against: Blanks/Abstention:

12th Issue - Election of Audit Committee members in accordance with article 44 of Law 4449/2017.

DRAFT RESOLUTION

The Chairman of the Board of Directors informed the General Meeting about the unanimous recommendation of the Board of Directors for the election of the Audit Committee provided for in article 44 of Law 4449/2017.

Based on the provision in the operating regulation of the Audit Committee regarding the type, composition and duration of the term, it is proposed to be an independent committee, to be composed of non-executive members of the Board of Directors. and third parties, the majority of them independent members and its composition should be three members. Also, its term of office should follow that of the Board of Directors.

The Remuneration and Nomination Committee in its evaluation report to the Board of Directors has included the selection and evaluation of the candidate members of the Audit Committee based on the criteria of individual and collective suitability, the conditions of independence and the fulfilment of the additional conditions of article 44 of Law 4449/2017. It is noted that all those nominated, as members of the audit committee, have sufficient knowledge in the field in which the Company operates, while at least one member of the audit committee, who is independent from the audited entity, has sufficient knowledge and experience in auditing or accounting and must be present at the meetings of the Audit Committee concerning the approval of the financial statements, as provided by par. 1g) of article 44 of Law 4449/2017.

Also, the proposed members of the Audit Committee have the possibility of carrying out the tasks provided for by par. 3 of article 44 of Law 4449/2017.

Based on the Evaluation Report of the candidate members of the Audit Committee, the Board of Directors recommends to the General Meeting the re-election of the existing members of the Audit Committee, namely:

Mr. Mirtakis Nikolaos, independent non-executive member of the Board of Directors, who meets the conditions of independence, has sufficient knowledge of the sector in which the Company operates and meets the criterion of basic understanding of the financial substance of the Company's financial statements.

Mr. Perakis Michael, non-executive member of the Board of Directors, who has sufficient knowledge of the sector in which the Company operates and meets the criterion of basic understanding of the financial substance of the Company's financial statements.

Mr. Baritakis Pavlos, an independent third party not a member of the Board of Directors, who meets the conditions of independence, has sufficient knowledge of the sector in which the Company operates and meets the requirements of sufficient knowledge and experience in auditing or accounting.

Below is the CV of the member of the Audit Committee who is not a member of the Board of Directors:

Pavlos Baritakis of Emmanuel: He was born in 1965 and lives in Heraklion. He is a graduate of the School of Administration and Economics and became an A Class Tax Accountant since 1990. He maintains an organized Accounting-Tax office. He is the Representative of the Union of Tax Professionals of Heraklion, of which he was President from 1999 to 2018, in the Panhellenic Federation of Tax Professionals of Greece and is now the President of its Audit Committee. He is also Regional Councillor of Crete since 01/09/2019 and President of the Regional Council of Crete since 09/09/2019 until today. He is also a member of the Board of Directors of the Union of Mayors of Crete from 01/03/2018 until today. He was a member of the Board of Directors of P.E.D. of Crete from 10/12/2014 to 31/08/2019, member of the Board of Directors of the Organization of the Prefectural Self-Government of Heraklion ODEYO from 01/01/2007 to 31/12/2010, member of the Committee of Mountain Municipalities of K.E.D.E.. from 01/09/2014 to 31/08/2019, mayor of Viannos from 01/01/2011 to 31/08/2019 and re-elected in the last municipal elections, member

of the Board of Directors of the Federation of Professional Craftsmen and Merchants for three years 2008-2010 and Deputy Governor at Venizelio Pananeio General Hospital of Heraklion in 2010. He is member of the Audit Committee of Plastika Kritis S.A. since 2021.

The detailed Evaluation Report of the Remuneration and Nomination Committee regarding the evaluation of the proposed members of the Audit Committee is posted on the official website of the Company.

A voting followed and the General Meeting, with a majority and proportion of valid votes ...% of the shares with voting rights (ie ...shares, and ...valid positive votes), approved the type, composition and duration of the Audit Committee's term of office and elected the following as its members:

- a) Mr. Nikolaos Mirtakis.
- b) Mr. Michael Perakis
- c) Mr. Pavlos Baritakis,

The Audit Committee is defined as an independent committee, which consists of non-executive members of the Board of Directors and third parties, the majority of whom are independent members and its composition is three members.

The term of office of the Audit Committee is five years, i.e. until June 28, 2029, and it is extended until the Ordinary General Meeting whenever it takes place within 2029.

Number of shares for which valid votes were given:

Percentage of shares with voting right:

Valid:

Vote upon the valid:

For: Against: Blanks/Abstention: