

31/05/2019

## ANNOUNCEMENT

### DECISIONS OF THE ANNUAL GENERAL MEETING

“MARFIN INVESTMENT GROUP HOLDINGS S.A.” hereby announces that the Company’s Annual General Meeting of Shareholders took place on 30.5.2019 and was attended in person or by proxy by 50 shareholders who represented 404,215,091 shares, i.e. 43.02% of the Company’s share capital. The items on the Agenda that were discussed and resolved at the General Meeting are as follows:

**Item 1: Submission and approval of the Separate and Consolidated Annual Financial Statements for the financial year 2018 and of the relevant Reports of the Board of Directors and the Certified Auditors.** - It was resolved that the Separate and Consolidated Annual Financial Statements for the year ended on 31.12.2018 on one hand, and the Board of Directors’ and Certified Auditors on the other be approved.

For: 403,894,571 votes corresponding to 99.92% of the represented share capital.

Against: 0 votes.

Abstain: 320,520 votes corresponding to 0.08% of the represented share capital.

**Item 2: Approval of the overall management during the financial year 2018.** - It was resolved that the overall management for the financial year 2018 pursuant to article 108 of L. 4548/2018 be approved.

For: 403,894,571 votes corresponding to 99.92% of the represented share capital.

Against: 0 votes.

Abstain: 320,520 votes corresponding to 0.08% of the represented share capital.

**Item 3: Discharge of the Certified Auditors from any liability with regard to the activities of the financial year 2018.** - It was resolved that the Certified Accountants/ Auditors be discharged from all liability with regard to the activities of financial year 2018, pursuant to article 117 § 1 c of L. 4548/2018.

For: 403,874,571 votes corresponding to 99.92% of the represented share capital.

Against: 20,000 votes corresponding to 0.005% of the represented share capital.

Abstain: 320,520 votes corresponding to 0.08% of the represented share capital.

**Item 4: Appointment of audit firm for the financial year 2019.** - It was resolved that the audit company “Grant Thornton S.A.”, with registered office in P. Faliro Attiki, at 56 Zefyrou street, registered in the Special Registry referred to in §5, article 13 of presidential decree nr. 226/1992 under registration nr. 127, will assume the statutory audit of the financial statements of the current financial year.

For: 403,728,790 votes corresponding to 99.88% of the represented share capital.

Against: 486,301 votes corresponding to 0.12% of the represented share capital.

Abstain: 0 votes.

**Item 5: Briefing of Shareholders in respect of the activities of the Company's Audit Committee.** - Briefing by the Chairman of the Audit Committee.

**Item 6: Election of Members of the Board of Directors. – Appointment of Independent Members in the Board of Directors.** - It was resolved to approve the election of a Board of Directors composed of 11 and not 13 members.

For a 11-membered BoD: 327,177,827 votes corresponding to 80.94% of the represented share capital.

For a 13-membered BoD: 58,673,752 votes corresponding to 14.52% of the represented share capital.

Abstain: 18,363,512 votes corresponding to 4.54% of the represented share capital.

Following persons were elected as Members of the Board of Directors by majority (over the represented share capital) as follows:

	Percentage
1. Panagiotis Throuvalas	92.03%
2. Athanasios Papanikolaou	92.03%
3. Fotios Karatzenis	92.03%
4. Christophe Vivien	91.86%
5. George Lassados	80.90%
6. George Efstratiadis	80.82%
7. Loukas Papazoglou	80.82%
8. Konstantinos Galiatsos	80.82%
9. Stefanos Capsaskis	80.82%
10. Petros Katsoulas	80.82%
11. Efstratios Chatzigiannis	80.82%

Messrs. George Lassados, Konstantinos Galiatsos, Stefanos Capsaskis, Petros Katsoulas and Efstratios Chatzigiannis were appointed as Independent Non-Executive Members of the Board of Directors fulfilling the independence criteria provided for by law.

For: 343,122,909 votes corresponding to 84.89% of the represented share capital.

Against: 60,986,401 votes corresponding to 15.09% of the represented share capital.

Abstain: 105,781 votes corresponding to 0.03% of the represented share capital.

It was resolved that the term of office of the Board of Directors shall be three years, extending automatically until the annual general meeting that will take place after its expiry, without exceeding four years.

For: 388,096,661 votes corresponding to 96.01% of the represented share capital.

Against: 16,012,649 votes corresponding to 3.96% of the represented share capital.

Abstain: 105,781 votes corresponding to 0.03% of the represented share capital.

**Item 7: Election of Audit Committee Members.** - It was resolved to elect a 3-membered Audit Committee that will be a committee of the Board of Directors and will consist of Independent Non-Executive Members of the Board Messrs. George Lassados and Petros Katsoulas and Non-Executive Member Mr. George Efstratiadis. The term of the Audit Committee is the same as that of the Board of Directors.

For: 343,122,909 votes corresponding to 84.89% of the represented share capital.

Against: 60,986,401 votes corresponding to 15.09% of the represented share capital.

Abstain: 105,781 votes corresponding to 0.03% of the represented share capital.

**Item 8: Approval of remuneration for the financial year 2018 pursuant to article 24 of codified law 2190/1920** - It was resolved to approve gross remuneration in the aggregate amount of € 649,583.33 paid to Members of the Board of Directors for services rendered to the Company by them in their capacity as such in the previous financial year, in accordance with the provisions of article 24 § 2 of codified law 2190/1920, which applies on the remuneration of previous financial year pursuant to article 187 § 7 sub. 2 of Law 4548/2018.

For: 397,299,856 votes corresponding to 98.29% of the represented share capital.

Against: 6,915,235 votes corresponding to 1.71% of the represented share capital.

Abstain: 0 votes.

**9th item: Approval of Remuneration Policy.** - It was resolved to approve the Remuneration Policy of the Company, as published on the website of the Company.

For: 352,220,323 votes corresponding to 87.14% of the represented share capital.

Against: 51,888,987 votes corresponding to 12.84% of the represented share capital.

Abstain: 105,781 votes corresponding to 0.03% of the represented share capital.

**10th item: Approval of remuneration until the next annual general meeting pursuant to article 109 of L. 4548/2018.** - It was resolved to approve aggregate gross remuneration of up to the maximum amount of € 649,583.33 annually, paid or/and to be paid to the Members of the Board of Directors since the beginning of the current financial year until the next Annual General Meeting to be held in 2020, pursuant to article 109 of L. 4548/2018.

For: 352,326,104 votes corresponding to 87.16% of the represented share capital.

Against: 51,888,987 votes corresponding to 12.84% of the represented share capital.

Abstain: 0 votes.