

04/09/2020

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 upon postponement on 4.9.2020 and was attended in person or by proxy by 46 shareholders who represented 356,901,497 shares corresponding to 37.99% of the Company’s share capital. The items on the Agenda that were discussed and resolved at the General Meeting are as follows:

1st item: Submission and approval of the Separate and Consolidated Annual Financial Statements for the financial year 2019 and of the relevant Reports of the Board of Directors and the Statutory Auditors. - It was resolved that the Separate and Consolidated Annual Financial Statements for the year ended on 31.12.2019 on one hand, and the Board of Directors’ and Statutory Auditors on the other be approved.

For: 356,663,916 votes corresponding to 99.93% of the represented share capital.
Against: 0 votes.
Abstain: 237,581 votes corresponding to 0.07% of the represented share capital.

2nd item: Approval of the overall management during the financial year 2019. - It was resolved that the overall management for the financial year 2019 pursuant to article 108 of L. 4548/2018 be approved.

For: 356,663,916 votes corresponding to 99.93% of the represented share capital.
Against: 0 votes.
Abstain: 237,581 votes corresponding to 0.07% of the represented share capital.

3rd item: Discharge of the Statutory Auditors from any liability with regard to the financial year 2019. - It was resolved that the Statutory Auditors be discharged from all liability with regard to the financial year 2019, pursuant to article 117 § 1 c of L. 4548/2018.

For: 356,643,916 votes corresponding to 99.93% of the represented share capital.

Against: 20,000 votes corresponding to 0.01% of the represented share capital.

Abstain: 237,581 votes corresponding to 0.07% of the represented share capital.

4th item: Appointment of audit firm for the financial year 2020. - 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: 352,195,734 votes corresponding to 98.68% of the represented share capital.

Against: 4,705,763 votes corresponding to 1.32% of the represented share capital.

Abstain: 0 votes.

5th item: Briefing of Shareholders in respect of the activities of the Company's Audit Committee. - Presentation of the Activities Report of the Company’s Audit Committee in financial year 2019.

6th item: Ratification of the nature of Audit Committee, the term, the number and the capacities of its members according to article 44 of Law 4449/2017, as amended by article 74 of Law 4706/2020. – It is resolved to ratify: a) the nature of the Audit Committee as committee of the Board of Directors; b) the term of the Audit Committee as corresponding to that of the Board of Directors; c) the numbers of its members as three (3); and d) the capacities of the members of the Committee as are today, that is, the Committee will consist of three (3) non-executive members of the Board of Directors, two (2) of which must be independent of the Company.

For: 352,935,887 votes corresponding to 98.89% of the represented share capital.

Against: 0 votes.

Abstain: 3,965,610 votes corresponding to 1.11% of the represented share capital.

7th item: Approval of remuneration until the next Annual General Meeting pursuant to article 109 of L. 4548/2018. – It was resolved to approve (a) the aggregate gross remuneration paid to members of the Board of Directors from the Annual General Meeting held on 30.5.2019 until today’s General Meeting and (ii) aggregate gross remuneration to be paid to members of the Board of Directors from today’s General Meeting until the next general meeting to be held within 2021 which will not exceed the maximum amount of €650,000.00 on an annual basis, according to article 109 of L. 4548/2018.

For: 356,901,497 votes corresponding to 100% of the represented share capital.

Against: 0 votes.

Abstain: 0 votes.

8th item: Submission of the Remuneration Report for the financial year 2019 for discussion and voting according to article 112 of Law 4548/2018. – Result of the vote on the Remuneration Report according to law.

For: 342,967,914 votes corresponding to 96.10% of the represented share capital.

Against: 9,987,973 votes corresponding to 2.80% of the represented share capital.

Abstain: 3,945,610 votes corresponding to 1.11% of the represented share capital.

9th item: Partial offset of the Company's share premium reserve, including a special reserve pursuant to article 4 para. 4a of Codified Law 2190/1920, for writing off equal losses of previous years according to article 35 para. 3 of Law 4548/2018. - It was resolved to proceed to the partial offset of the above the Company's share premium reserve by three billion nine hundred forty-five million two hundred ninety five thousand five hundred eighty-two euro and thirty-six cents (€3.945.295.582,36) for writing off equal losses of previous years, pursuant to article 35 para. 3 of L. 4548/2018, as amended by article 49 para. 4 of L. 4587/2018.

For: 356,881,497 votes corresponding to 99,99% of the represented share capital.

Against: 0 votes.

Abstain: 20,000 votes corresponding to 0.01% of the represented share capital.

10th item: a) Transfer of the Company's registered office and amendment of article 2 of the Company' Articles of Association. b) Reduction in the minimum number of members of the Board of Directors and respective amendment of the article 19 of the Company's Articles of Association. c) Amendment of the Company's Articles of Association for simplification and harmonization thereof according to the provisions of Law 4548/2018. Amendment, deletion and renumbering of articles, titles and chapters of the Company's Articles of Association. – It is resolved to amend the Articles of Association of the Company for simplification and adaptation thereof to the provisions of L. 4548/2018, through the amendment, abolition (deletion) and renumbering of articles, titles and chapters of the Articles of Association, including deletions to avoid repetition of the applicable provisions of the law, as well as grammatical and syntactic improvements and corrections of the text for the sake of accuracy and/ or uniformity. In particular, it was resolved to amend articles 2 (Registered Office – Branches), 4 (Duration), 5 (Share Capital), 6 (Shares), 7 (Rights and Obligations of the Shareholders), 8 (Minority Rights – Extraordinary Audit), 9 (Responsibilities of the General Meeting), 10 (Convocation of the General Meeting),

11 (Notice – Agenda of the General Meeting), 12 (Persons entitled to participate in the General Meeting), 13 (Rights of shareholders before the General Meeting), 14 (Simple quorum and majority at the General Meeting), 15 (Special quorum and majority at the General Meeting), 16 (Chairman – Secretary of the General Meeting), 17 (Agenda of the General Meeting), 18 (Discharge of the Members of the Board of Directors and the Auditors), 19 (Composition and term of the Board of Directors), 20 (Authorization – Powers of the Board), 23 (Convocation of the Board of Directors), 24 Representation of Members – Quorum – Majority), 25 (Minutes of the Board of Directors Meetings), 26 (Remuneration of the members of the Board of Directors), 27 (Non-competition clause), 28 (Auditors), 30 (Annual Financial Statements), 32 (Reasons for winding up of the company), 33 (Liquidation) and 34 (General Provision) of the Articles of Association of the Company, as per the specific proposal of the Board of Directors to the General Meeting.

For: 356,901,497 votes corresponding to 100% of the represented share capital.

Against: 0 votes.

Abstain: 0 votes.

11th item: Various announcements. – Announcements of the Board of Directors.