

**ORDINARY GENERAL MEETING TO BE HELD ON 20/04/2026**

**Draft proposed decisions on the items on the Agenda**

- 1. Submission and Approval of the Annual Financial Statements, including the consolidated annual financial statements, along with the reports of the Board of Directors, the Sustainability Report of article 154 of Law 4548/2018 and the report of the Certified Auditor, for the fiscal year 01/01/2025 – 31/12/2025. Approval of the distribution of the results of the fiscal year 01/01/2025 – 31/12/2025, payment of dividend and fees from the profits of the fiscal year.**

The Board of Directors recommends to the General Meeting the approval of the Company's annual financial statements (including the consolidated financial statements) for the fiscal year 2025 (01/01/2025 - 31/12/2025), along with the Report of the Board of Directors, the Sustainability Report of article 154 of Law 4548/2018 and the Audit Report of the Certified Auditor, as approved by the Board of Directors on 11/03/2026 and posted on the Company's website on 11/03/2026 as well as on the website of the Athens Stock Exchange on 11/03/2026.

In addition, the Board of Directors recommends to the General Meeting the approval of the Statement of Profit and Loss for the fiscal year 2025, which is as follows:

Profit before taxes	43,359,578.13
Income tax	-3,269,901.68
Deferred tax	-265,608.56
Profit after taxes	39,824,067.89
Special reserve from subsidiary dividends	30,796,362.99
Balance of retained earnings	9,027,704.90

It is also proposed to transfer the amount of € 6,006.38 to the Statutory Reserve according to the Article 158 of Law 4548/2018.

Following the above, it is proposed to distribute a dividend of € 0.3924646781789639 per share, that is a total amount of € 25,000,000.00, that comes from dividend income for the fiscal year pursuant to Article 48 of Law 4172/2013. Such amount is subject to 5% withholding tax, in accordance with the provisions of Article 40, paragraph 1 of Law 4172/2013, as in force (with the exception of, or subject to adjustment of, the withholding tax rate applicable to shareholders that fall under special provisions, such as the exemption from tax on intra-group dividends received by a legal entity that is a tax resident of Greece, pursuant to Article 48 of Law 4172/2013). The dividends corresponding to the Treasury Shares will be added to the amounts distributable to the rest of the shareholders, in accordance with Article 50(1)(b) of Law 4548/2018, and the precise amount payable will be announced by the Company after the record date. Entitled to the dividend will be the shareholders of the Company that are registered at the record date in the Dematerialized Securities System (DSS) that is being administered by the company under the corporate name "Hellenic Central Securities Depository S.A.". As already announced by the Company in the 2026 Financial Calendar, the proposed ex-dividend date is Monday, 4 May 2026, the proposed record date is Tuesday, 5 May 2026, while the dividend payment process will commence on Friday, 8 May 2026.

Finally, the Board of Directors recommends that the General Meeting authorizes the Board of Directors to determine the respective details and to take any action necessary for the proper implementation of the above decision.

Furthermore, payment of a total gross amount of € 955,322.00 as remuneration, from the Company's earnings, which comes from dividend income for the fiscal year, is proposed, pursuant to Article 48 of Law 4172/2013, in accordance with the Remuneration Policy applicable for the 2025 fiscal year and the Company's Articles of Association, to members of the Board of Directors (BoD) and Executive Officers, as follows:

1. To the Chairman of the BoD - Executive member, Mr. Kyriakos Sarantis, the amount of € 200,000.00.
2. To the Vice-Chairman of the BoD - Non-Executive Member, Mr. Grigorios Sarantis, the amount of € 150,000.00.
3. To the CEO - Executive Member, Mr. Ioannis Bouras, the amount of € 152,504.00.
4. To the Group Chief Financial Officer, Mr. Christos Varsos, the amount of € 69,072.00.
5. To the Group Chief Human Resources Officer, Mr. Evangelos Siarlis, the amount of € 56,864.00.
6. To the Non-Executive Member of the BoD, Mr. Konstantinos Rozakeas, the amount of € 51,000.00.
7. To the Independent Non-Executive Member of the BoD, Mr. Michalis Imellos, the amount of € 69,000.00.
8. To the Independent Non-Executive Member of the BoD, Mrs. Maria-Ioanna Politopoulou, the amount of € 51,000.00.
9. To the Independent Non-Executive Member of the BoD, Mrs. Aggeliki Samara, the amount of € 51,000.00.
10. To the Group Chief Supply Chain Officer, Mr. Nikolaos Bazigos, the amount of € 54,721.00.
11. To the Group Chief Marketing Officer, Mr. Lakis Vassiliadis, the amount of € 50,161.00.

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

## **2. Submission of the Annual Activity Report of the Audit Committee for the year 01/01/2025 – 31/12/2025.**

The Annual Activity Report of the Audit Committee for the fiscal year 2025, which is posted on the Company's website (<https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>), will be presented to the shareholders according to article 44 paragraph 1(i) of Law 4449/2017 as in force. It is noted that the above report details the activity of the Audit Committee and the issues that were addressed during the fiscal year 2025, as well as subsequent actions of the Audit Committee until the approval of the Annual Financial Statements from the Board of Directors. In addition, it includes a description of the Company's policy for sustainable development.

*[NOTE: The Annual Activity Report of the Audit Committee is being submitted to the Annual General Meeting according to article 44 paragraph 1(i) of Law 4449/2017 as in force and is not subject to the vote of the Meeting].*

## **3. Approval of the overall management regarding the fiscal year 01/01/2025 – 31/12/2025.**

It is proposed that the Meeting approves the overall management during the fiscal year 2025, in accordance with the provisions of Article 108 of Law 4548/2018.

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

## **4. Discharge of the Certified Auditors from any responsibility for the audit of the fiscal year 01/01/2025 – 31/12/2025.**

It is proposed that the Certified Auditors be relieved of any liability for indemnification with regard to the fiscal year 2025.

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

**5. Appointment of an ordinary and an alternate Certified Auditor for the regular audit of the financial statements and the limited assurance of the Sustainability Report for the year 01/01/2026 – 31/12/2026, and determination of their fee.**

Following a relevant proposal of the Company’s Audit Committee, the Board of Directors recommends to the General Meeting to approve, for the audit of the financial statements and for granting the limited assurance of the Sustainability Report for the fiscal year 01/01/2026 - 31/12/2026 (a) the assignment of such task to the firm of certified auditors “KPMG Auditors S.A.” [SOEL (Institute of Certified Public Accountants of Greece) Reg. No.: 186) and in particular Mr. Dimitrios Tanos, son of Georgios, (SOEL Reg, No.: 42241) in the capacity of Ordinary Certified Auditor and Mr. Anastasios Kyriakoulis, son of Evangelos, (SOEL Reg, No.: 39291) in the capacity of Alternate Certified Auditor, both of them being members of the above audit firm, as well as (b) the determination of the fee of the Audit Firm as follows:

<b>Interim Audit</b>	<b>24,000 €</b>
<b>Annual Audit</b>	<b>103,000 €</b>
<b>Provision of a tax certificate / Audit</b>	<b>30,000 €</b>
<b>Limited Assurance of the Sustainability Report</b>	<b>59,500 €</b>
<b>Total</b>	<b>216,500 €</b>

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

**6. Submission for discussion and voting of the Remuneration Report of article 112 of Law 4548/2018 for the year 01/01/2025 – 31/12/2025.**

The Remuneration Report of the members of the Board of Directors for the fiscal year 2025, which was approved by the decision of the Board of Directors on 11/03/2026, and includes a comprehensive overview of the total remuneration received by the members of the Board of Directors during the fiscal year 2025, is submitted to the shareholders for discussion and voting in accordance with the provisions of Article 112 of Law 4548/2018 and the Company’s Remuneration Policy. The Remuneration Report is posted on the following address: <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>.

*[NOTE: According to article 112, paragraph 3 of Law 4548/2018, the shareholders' vote on the submitted remuneration report is of advisory nature. The Board of Directors will explain in the next Remuneration Report the way that the outcome of such voting process was taken into consideration]*

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

**7. Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9, paragraph 5 of Law 4706/2020.**

The Report of the Independent Non-Executive Members of the Board of Directors for the fiscal year 2025, which has been drafted according to article 9 paragraph 5 of Law 4706/2020 and is posted on the Company's website (<https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>), will be presented to the General Meeting of Shareholders.

*[NOTE: The Report of the Independent Non-Executive Members of the Board of Directors is being submitted to the General Meeting according to article 9 paragraph 5 of Law 4706/2020 and is not subject to the vote of the Meeting].*

**8. Amendment of the Remuneration Policy of the Company.**

Following a relevant recommendation from the Remuneration and Nominations Committee, the Board of Directors proposes the approval of the amendment of the Remuneration Policy concerning the Members of the Board of Directors as well as the Executive Officers of the Company as follows:

1. Adjustment of the annual fixed remuneration of the Non-Executive Vice Chairman to €150,000.00.
2. Removal of the provision allowing adjustment of the fixed remuneration of the Board of Directors by up to 25% during the term of the Remuneration Policy.
3. Editorial amendments to the text to reflect the current composition of the Board of Directors and the Group's Management Team.
4. Modification of the minimum threshold of the Short-Term Incentive Plan, as well as of the maximum payout amount in relation to participants' annual fixed remuneration.
5. Enhancement of the Five-Year Plan, setting a target EBITDA of €120,000,000.00 for 2028, with emphasis on organic growth and excluding any EBITDA that may arise from acquisitions at the time the target company is acquired, effective as of the date of the Annual General Meeting on April 20, 2026, and thereafter.
6. Introduction of three (3) additional three-year cycles to the Incentive Plan, together with the introduction of an additional key performance indicator. It is noted that the total value of shares available for distribution to all participants will not exceed €2,100,000.00 for the 4th three-year cycle (2026–2028), €2,300,000.00 for the 5th cycle (2027–2029), and €2,500,000.00 for the 6th cycle (2028–2030). In any case, the total number of shares to be issued in the new three three-year cycles (4th–5th–6th) will not exceed 1.5% of the total number of existing shares.

The Key Performance Indicators (KPIs) for the 4th, 5<sup>th</sup> and 6th cycles, and their respective weightings, will be as follows:

- EBITDA margin: 30%
- Earnings per Share (EPS): 30%
- Reduction in carbon emissions (CO<sub>2</sub> CE Scope 1, 2): 20%
- Operating Working Capital as % of net sales: 20%

7. Revision of the maximum limit of the three-year Long-Term Incentive Plan, as well as of the maximum payout amount in relation to participants' annual fixed remuneration.

8. Harmonization and clarification of the provisions of the short-term and long-term incentive plans regarding loss of position and change of control.

9. Removal of the provision allowing deviations from the Company's Remuneration Policy in other cases, except where such deviation is deemed necessary to serve the long-term interests of the Company as a whole or to ensure its viability.

Based on the above, the proposed draft of the revised Remuneration Policy concerning the Members of the Board of Directors and the Executive Officers is available on the Company's website: (<https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/>).

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

#### 9. Amendment of the Suitability Policy of the members of the Board of Directors.

In accordance with Articles 3–3B of Law 4706/2020, as amended by Law 5178/2025 transposing Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving gender balance on the boards of listed companies, as well as Circular No. 60 of 29 April 2025 issued by the Hellenic Capital Market Commission, the Board of Directors, at its meeting held on 11 March 2026, approved—following the recommendation of the Remuneration and Nominations Committee of the same date—an amendment to the Suitability Policy for the members of the Board of Directors, originally approved by the General Meeting of Shareholders on 28 April 2025.

The revised Suitability Policy is posted on the company's website <https://www.sarantisgroup.com/investor-relations/shareholders/general-meetings/> and is submitted for approval to the General Meeting of Shareholders.

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

#### 10. Approval of the terms for the acquisition of own shares of the Company in accordance with article 49 of Law 4548/2018, as in force (Own Shares Purchase Plan), and granting of relevant authorizations.

The Board of Directors proposes that the General Meeting adopt a resolution regarding the acquisition of the Company's own shares, in accordance with Article 49 of Law 4548/2018, in conjunction with Regulation (EU) No. 596/2014 and Commission Delegated Regulation (EU) 2016/1052.

In particular, the Board of Directors proposes the acquisition of a number of shares which, when combined with Treasury Shares already held as at the date of the Ordinary General Meeting, shall not exceed 10% of the Company's total paid-up share capital and the total number of its shares at that time. The proposed purchase price range is set at a minimum of €0.78 per share and a maximum of €25 per share, for a period of 24 months from the date of the General Meeting's resolution.

It is noted that the acquisition of shares, including shares already held by the Company and shares acquired by a person acting in their own name but on behalf of the Company, shall not result in a reduction of the Company's equity below the threshold set out in Article 159(1) of Law 4548/2018.

The purpose of the proposed acquisition is limited to: (a) the reduction of the Company's share capital, (b) the fulfillment of obligations arising from debt instruments convertible into equity securities, and (c) the fulfillment of obligations arising from stock option plans or other share-based incentive schemes for employees or members of the management or supervisory bodies of the Company or its affiliated companies. It is noted that, upon approval of the present share buyback program, the share buyback program approved by the Annual General Meeting of Shareholders on 23 April 2024 shall be terminated.

Furthermore, it is proposed that the Board of Directors be authorized to take all necessary actions to implement the above resolution.

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

#### 11. Distribution of Company's treasury shares to eligible beneficiaries under the Long-Term Incentive Plan (Performance Stock Awards).

In accordance with the current Remuneration Policy, approved by resolution of the Annual General Meeting held on 28 April 2025, the Company has implemented a Long-Term Incentive (LTI) Plan – Performance Stock Awards Program (the “Plan”), governed by the provisions of Article 114 of Law 4548/2018 and Article 42 of Law 4172/2013.

At the commencement of the Plan, participants included the Executive Members of the Board of Directors, namely the Group Chief Executive Officer, the Group Chief Financial Officer and the Group Human Resources Officer. In addition, the Plan covers the General Managers of the Group's subsidiaries in Greece, Poland, Romania, the Czech Republic, Serbia, Bulgaria and Hungary, as well as the Group Marketing Director and the Group Supply Chain Director.

The Plan comprises separate and independent cycles, each covering a three-year performance period. The first evaluation date for the initial cycle was 31 December 2025.

The vesting of awards under the Plan is contingent upon the achievement of predefined Key Performance Indicators (KPIs) for each cycle. Based on the financial results, the targets set for the first cycle have been exceeded. The table below presents the level of achievement per KPI:

KPIs	Target	Result	Achievement*
Group EBITDA Margin	12.5%	14.8%	>100%
Operating Working Capital as % of Net Sales	17.7%	16.9%	>100%
<b>* The maximum achievable return is set at 100%.</b>			

The achievement and exceeding of these targets demonstrate the Company's positive momentum and strengthen its commitment to continuous growth and the execution of its strategic priorities. The performance of the LTI plan will be reported following the approval of the results by the Annual General Meeting of Shareholders.

Considering the above, the Board of Directors recommends that the General Meeting approves the allocation of a total of 62,211 treasury shares of the Company, representing approximately 0.0977% of its total share capital, to eligible beneficiaries in accordance with the relevant provisions of the Remuneration Policy. Furthermore, the Board of Directors requests authorization from the General Meeting to proceed with the allocation of the aforementioned shares to the beneficiaries. The aggregate value of the shares to be distributed to all participants for the first three-year cycle (2023–2025), calculated based on the Company's share price at the close of the trading day preceding the announcement of the 2025 financial results (i.e. €13.68 on 11 March 2026), amounts to €851,046.48. It is noted that the final number of shares to be allocated and their distribution among beneficiaries will be determined by the Board of Directors in accordance with the terms of the Plan, taking into account, inter alia, the following conditions:

- The value of shares granted to each participant shall not exceed the annual amount of the participant's short-term incentive (bonus) for the first year of each cycle.
- The maximum payout under the short-term incentive (bonus) for each participant during the first year of each cycle shall not exceed 50% of their annual fixed remuneration.

Required quorum	1/5 of the paid-up capital
Required majority	Absolute majority of the votes represented in the General Meeting

#### 12. Announcements