

DRAFT RESOLUTIONS
for each item of the agenda
of the ANNUAL GENERAL MEETING of 6th June 2018

ITEMS OF THE AGENDA

1st ITEM: Management review of the 42nd Company's financial year (1.1.2017 – 31.12.2017) and submission of the Board of Directors' Management Report as well as the Certified Auditors' Report for the annual financial statements, in accordance with the International Financial Reporting Standards, including the Group's consolidated financial statements, for the financial year 2017

Following the above mentioned, the General Meeting approves by majority (.....% of the present share capital) the Management Report for the financial year 2017.

2nd ITEM: Approval of the Company's financial statements and the Group's consolidated financial statements, in accordance with the International Financial Reporting Standards, together with the relevant reports, for the financial year 2017

Following the above mentioned, the General Meeting approves by majority (.....% of the present share capital) the financial statements of the company and the consolidated financial statements of the Group for the financial year 2017 along with the relevant reports, drafted in accordance with the International Financial Reporting Standards.

3rd ITEM: Approval of profits distribution for the financial year 2017 and distribution of dividends

Following the above mentioned, the General Meeting approves by majority (.....% of the present share capital) the distribution of the profits for the financial year 2017, as per the table below:

TABLE OF DISTRIBUTION OF PROFITS	2016	2017
PROFIT / (LOSS) OF THE FISCAL YEAR, BEFORE TAX	466,223,707	482,391,037
<i>INCOME TAX</i>	<i>0</i>	<i>0</i>
<i>REAL ESTATE TAX ("EN,Φ,I,A,")</i>	<i>(1,273,360)</i>	<i>0</i>
<i>PRIOR YEARS' TAXES</i>	<i>(4,463,951)</i>	<i>(3,633,893)</i>
<i>DEFERRED TAX</i>	<i>(126,163,568)</i>	<i>(132,765,780)</i>
TOTAL TAX LIABILITY	(131,900,879)	(136,399,674)
NET INCOME	334,322,828	345,991,363
STATUTORY RESERVE	0	0
PROFIT / (LOSS) OF THE FISCAL YEAR CARRIED FORWARD	334,322,828	345,991,363
RETAINED EARNINGS BALANCE BROUGHT FORWARD	(234,007,877)	100,314,951
TRANSFER TO RESERVES	0	(8,797,402)
SHARE BASED PAYMENTS		(9,061,031)
FINAL DIVIDEND	0	0
NET INCOME	334,322,828	345,991,363
BALANCE OF PROFITS / (LOSSES) CARRIED FORWARD	100,314,951	428,447,881

The General Meeting approves by majority (.....% of the present share capital) the distribution of dividends for the financial year 2017 of € 0.40 per share and given the payment of pre dividends of €0.15 per share, the payment of a gross (before tax) amount of dividends of €0.25 per share, i.e., a total amount of, approximately, €76.5 million to the company's shareholders. Such amount shall be finally determined following the exemption of the company's treasury stocks as at the Cutoff day.

Cutoff date: Monday 2nd July 2018

Record date: Tuesday 3rd July 2018

Payment will start on: Monday 9th July 2017

4th ITEM: Discharge of the members of the Board of Directors and the Auditors from any liability for indemnity, for the financial year 2017, pursuant to article 35 of codified law 2190/1920

The General Meeting discharges by majority (.....% of the present share capital) the members of the Board of Directors and the Auditors from any liability for indemnity for the financial year 2017, pursuant to article 35 of codified law 2190/1920.

5th ITEM: Election of Board of Directors, pursuant to the article 20 of the company's Articles of Association

Following the above mentioned, the General Meeting by majority (.....% of the present share capital) notes the formation of the thirteen members of the Board of Directors of the Company, with term until 17.4.2023, according to the article 20 par.1 of the Articles of Association of the Company, as follows:

1...13.

6th ITEM: Approval of the compensation of the members of the Board of Directors and of the remuneration of the Executive members of the Board of Directors for 2017 and preapproval of their compensation for 2018 - Approval of the amendment of the contractual agreement between the Company and the Chairman of the Board of Directors and Chief Executive Officer.

Following the above mentioned, the General Meeting approves by majority (.....% of the present share capital) the following:

- Approves the compensation of the members of the Board of Directors for their participation in the Board and its Committees during the financial year 2017 at the total amount of € 407,751 and such payment is approved.
- Preapproves the compensation of the members of the Board of Directors for 2018 for their participation in the Board and its Committees, at the total amount of €500 thousand.
- Approves the total remuneration -excluding compensation for the participation in the Board and its Committees- of the Executive members of the Board of Directors for 2017 amounting to €1,702 thousand euros and approves its payment.
- Approves the amendment of the mandate agreement dated 07.05.2015 of Mr. Efstathios Tsotsoros, Chairman of the Board of Directors and Chief Executive Officer, which has been approved by the 2015 Annual General Meeting of the shareholders of the company (25.06.2015), regarding its term which is prolonged until the end of the term of the new Board of Directors, and the assumption of the duties of the Chief Executive Officer as of 17.04.2018, with the same annual gross remuneration provided for in the original mandate agreement which fall within the limit of the total compensation of the members of the Board of Directors who have a contract of employment or mandate agreement with the company and approves their payment.

7th ITEM: Election of Certified Auditors for the financial year 2018, according to the provisions of the company's Articles of Association and determination of their remuneration.

Following the above mentioned, the General Meeting decides by majority (.....% of the present share capital) the election for the financial year 2018, according to the provisions of the company's Articles of Association, of the auditing company ERNST & YOUNG (HELLAS) CERTIFIED AUDITORS ACCOUNTANTS S.A. – (Reg. No with the Institute of Certified Public Accountants in Greece (SOEL) 107), with a remuneration of € 280,000 plus VAT, domiciling at: 8B Chimarras Str., 15125 Maroussi, Attica, Greece.

8th ITEM: Election of members of the Audit Committee

Following the above mentioned, the General Meeting decides by majority (.....% of the present share capital) the election of

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- 2.
- 3.

as members of the Audit Committee for a term similar with the one of the Board of Directors that is until 17.04.2023.

[It is noted that the composition of the Audit Committee shall be determined and proposed to the General Meeting following the election of the two representative of the minority shareholders in the Special General Meeting (as independent members of the committee) and the formation of the Board of Directors under Item 5 of the Agenda].