

**PROPOSALS OF THE BOARD OF DIRECTORS ON THE ITEMS OF THE AGENDA ON THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS ON THE 30.05.2023**

**FIRST ITEM: Submission and approval of the Annual Financial Statements (Company and Consolidated) for the fiscal year 2022 (01.01.2022 - 31.12.2022), prepared in accordance with International Financial Reporting Standards (IFRS) and the relevant reports of the Board of Directors and the Auditor.**

The Board of Directors proposes to the General Assembly the approval of the Annual Financial Statements (Company's and Consolidated) for the financial year 01.01.2022 - 31.12.2022, prepared in accordance with International Financial Reporting Standards (IFRS) and the relevant reports of the Board of Directors and the Auditor and approved by the Board of Directors in its decision of 29/03/2022.

The Annual Financial Statements (Company and Consolidated) for the fiscal year 2022 are available on the Company's website: <https://www.idealholdings.gr/el/ependytikes-sheseis/oikonomiki-enimerwsi/dimosieusi-apotelesmatwn/>

**SECOND ITEM: Approval of allocation of profits for fiscal year 01.01.2022-31.12.2022.**

The Board of Directors proposes to the General Meeting that no dividend be distributed for the financial year 01.01.2022-31.12.2022, in accordance with article 161 par.2 of Law 4548/2018, and that the net profit for the financial year 2022 of € 20,930 thousand (profit before tax of € 21,238 thousand under IFRS, minus the deferred income tax of € 308 thousand) be distributed as follows:

(a) an amount of € 1,046.5 thousand for the formation of the ordinary reserve and (b) an amount of € 19,883.5 thousand in retained earnings.

**THIRD ITEM: Increase of the Company's share capital by capitalizing part of the "Share Premium account" and simultaneous increase of the nominal value of the share, as well as a corresponding amendment of paragraph 1 of article 5 of the Articles of Association.**

The Board of Directors proposes the General Meeting of Shareholders the increase of the Company's share capital by capitalizing part of the "Share Premium account" in the amount of seven million six hundred and twenty-five thousand six hundred and thirty-four euros and ninety-nine cents (€ 7,625,634.99) with a simultaneous increase of the nominal value of the share by € 0.19, from € 0.40 to € 0.59.

The Company's Articles of Association will be amended with regard to article 5 paragraph 1 with the following addition:

(i) By resolution of the Ordinary General Meeting of Shareholders of 30.05.2023, it was resolved: a) to increase the share capital of the Company by the amount of seven million six hundred and twenty-five thousand six hundred and thirty-four euros and ninety-nine cents (€ 7. 625,634.99) with capitalisation of part of "Share Premium account" and simultaneous increase of the nominal value of the share from € 0.40 to € 0.59

**4<sup>th</sup> ITEM: Reduction of the Company's share capital by reducing the nominal value of the share and returning the amount of the capital reduction in cash to the shareholders, as well as the corresponding amendment of paragraph 1 of Article 5 of the Articles of Association.**

The Board of Directors proposes to the General Assembly the reduction of the Company's share capital by the amount of seven million six hundred and twenty-five thousand six hundred and thirty-four euros and ninety-nine cents (€ 7. 625,634.99) by reducing the nominal value of the share by € 0.19 per share, i.e. the nominal price of the share will be reduced to € 0.40 from € 0.59 and the repayment of the amount of the share capital reduction in cash to the shareholders.

The Articles of Association of the Company will be amended with regard to article 5 paragraph 1 with the following addition:

(i) By resolution of the Ordinary General Meeting of Shareholders at 30.05.2023, the following were resolved: [...] and b) to reduce the share capital of the Company by the amount of seven million six hundred and twenty-five thousand six hundred and thirty-four euros and ninety-nine cents (€ 7,625,634.99) by reducing the nominal value of the share from € 0.59 to € 0.40 and to return the amount of the capital reduction in cash to the shareholders, i.e. € 0.19 per share.

Thus, the total share capital of the Company amounts to sixteen million fifty-three thousand fifty-three thousand nine hundred and sixty-eight euros and forty cents (€16,053,968.40) and is divided into forty million one hundred and thirty-four thousand nine hundred and twenty-one (40,134,921) ordinary registered shares with voting rights, with a nominal value of €0.40 each.

**5<sup>th</sup> ITEM: Submission of the Annual Report of the Audit Committee in accordance with article 44 (1) (i) of Law 4449/2017.**

The Board of Directors submits to the General Meeting for discussion the annual report of the Audit Committee for the financial year 2022, in accordance with article 44 paragraph 1 item i) of Law 4449/2017. The Report of the Audit Committee's Activities has been published and will remain available on the Company's website at the link <https://www.idealholdings.gr/el/ependytikes-sheseis/enhmerwsh-metoxwn/genikes-suneleuseis/>

The annual report of the Audit Committee's activities is submitted to the General Meeting of Shareholders in accordance with Article 44, para. 1 (item i) of Law 44.1 (item i) of Law 4449/2017, as amended, and shall not be put to vote.

**6<sup>th</sup> ITEM: Submission of the Report of Independent Non-Executive Members of the Board of Directors pursuant to Article 9 paragraph 5 of Law 4706/2020.**

The Board of Directors submits for discussion at the General Meeting, the Report of the Independent Non-Executive Members of the Board of Directors, which was prepared in compliance with the provision of article 9 par. 5. v. 4706/2020 "Corporate governance of public limited companies, modern capital market, incorporation into Greek law of Directive (EU) 2017/828 of the European Parliament and of the Council, measures for the implementation of Regulation (EU) 2017/1131 and other provisions" (Government Gazette A' 136/17.07.2020).

The Report of Independent Non-Executive Directors of the Board of Directors of the Company has been posted and will remain available on the Company's website at the following link: <https://www.idealholdings.gr/en/investor-relations/shareholders-briefing/>

**7<sup>th</sup> ITEM: Approval pursuant to article 108 of Law 4548/2018 of the overall management of the Company by the members of the Board of Directors and discharge of the Auditor pursuant to article 117 par. 1 (c) of Law 4548/2018 for the fiscal year 2022 (01.01.2022 - 31.12.2022).**

The Board of Directors recommends to the General Assembly the approval of the overall management of the Company by the members of the Board of Directors for the financial year 01.01.2022 - 31.12.2022, in accordance with article 108 of Law 4548/2018 and the discharge of the Auditor, in accordance with par. 1, paragraph c) of article 117 of Law 4548/2018 for the audit carried out on the financial statements for the financial year 01.01.2022-31.12.2022.

**8<sup>th</sup> ITEM: Approval of the fees paid to the members of the Board of Directors for the fiscal year 01.01.2022 - 31.12.2022, determination of the fees for the fiscal year 2023 and pre-approval of their payment for the period until the next Annual General Meeting, pursuant to article 109 of Law 4548/2018.**

The Board of Directors recommends the approval of the fees and compensations paid to the members of the Board of Directors of the Company for the financial year 2022 in accordance with article 109 of Law No. 4548/2018, in the amount of €756,094.

Detailed information on the remuneration paid for the year 2022 is available in the Annual Report on Remuneration for the 2022 financial year, which is available at the following link <https://www.idealholdings.gr/el/ependytikes-sheseis/enhmerwsh-metoxwn/genikes-suneleuseis/>

In addition, the Board of Directors, following a proposal by the Company's Remuneration Committee, recommends the approval of the remuneration of the members of the Board of Directors for the fiscal year 01.01.2023 - 31.12.2023 and until the Annual General Meeting of 2024, in accordance with article 109 of Law 4548/2018, as amended.

Specifically, with regard to the Non-Executive and Independent Non-Executive Members of the Board of Directors, the Board of Directors recommends that the remuneration of the members remain at the same levels as those received in fiscal year 2022, namely as follows:

A) The Non-Executive Members of the Board of Directors to receive annual gross remuneration in the amount of €30,000, which will be paid monthly on a pro-rata basis.

B) The Independent Non-Executive Members of the Board of Directors will receive an annual gross remuneration of €30,000, which will be paid monthly on a pro rata basis.

C) The Chairman of the Audit Committee, Independent Non-Executive Director of the Board of Directors to receive in addition a gross annual remuneration of €6,000 for her participation in the Audit Committee of the Company and the total annual gross remuneration of €36,000, which will be paid monthly on a pro rata basis.

D) The Chairman of the Board of Directors of the Company, due to his status and his special involvement, as a non-executive member, in the supervision, monitoring and control of the performance of the executive members as well as in the monitoring of the implementation of the Company's strategy, to receive annual gross remuneration of €50,000, which will be paid monthly on a pro rata basis.

With regard to the remuneration of the Executive Directors, the Board of Directors recommends the following:

A) The Chief Executive Officer of the Board of Directors, Mr. Panayiotis Vassiliadis, to receive annual gross remuneration of €252,000 (€18,000 per month\*14), who has an active full-time employment contract with the subsidiary ADACOM S.A. Also to receive in 2023 variable remuneration of €100,000 for the 2022 financial year, determined following his evaluation by the Remuneration Committee as approved by the Board of Directors in accordance with the Company's Remuneration Policy.

B) The executive member of the Board of Directors, Mr. Savvas Asimiadis, to continue to receive annual gross remuneration of €161,000 (€11,500 per month\*14) who maintains an active full-time employment contract with the subsidiary company under the name IDEAL ELECTRONICS S.. The above remuneration remains unchanged for the fiscal year 2023. Also, to receive in 2023 variable remuneration of €50,000 for the 2022 corporate year, determined following his evaluation by the Remuneration Committee, as approved by the Board of Directors in accordance with the Company's Remuneration Policy.

Executive Directors do not receive additional remuneration for their participation in the Boards of Directors of the Company's subsidiaries.

All amounts to be pre-approved as stated above are gross and subject to the deductions required by applicable tax and insurance legislation.

The total of the above remuneration of all members of the Board of Directors of the Company for the fiscal year 2023 amounts to €799, 000.

**9<sup>th</sup> ITEM: Submission of the Remuneration Report for the members of the Board of Directors for the fiscal year 2022 (01.01.2022-31.12.2022) for discussion and vote in accordance with article 112 of Law 4548/2018.**

The Board of Directors, following the proposal of the Company's Remuneration and Nominations Committee and taking into account the current legislative and regulatory framework, and in particular the provisions of article 112 of Law 4548/2018, submits to the General Meeting the Remuneration Report of the Board Members for the financial year 2022, for discussion and voting. The Report includes a summary of the total remuneration paid to Board members for 2022 and relevant documentation, in accordance with article 112 of Law 4548/2018.

The Remuneration Report for the members of the Board of Directors for the 2021 financial year is available on the Company's website

<https://www.idealholdings.gr/el/ependytikes-sheseis/enhmerwsh-metoxwn/genikes-suneleuseis/>

In addition, the Company's auditors verify whether and to what extent the information required by law has been provided with the Remuneration Report. For this purpose, the relevant Audit Report of the auditing firm "GRANT THORNTON ANONYMOUS COMPANY OF CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS CONSULTANTS", which is available on the Company's website, is also submitted to the General Meeting.

**10<sup>th</sup> ITEM: Granting permission, pursuant to article 98 paragraph 1 of Law 4548/2018, to the members of the Board of Directors to participate in the Boards of Directors of other companies.**

The Board of Directors proposes to the General Assembly the granting of a permission, in accordance with article 98 of Law no. 4548/2018, to the members of the Board of Directors of the Company in order to participate under any capacity in the Boards of Directors of other companies.

**11<sup>th</sup> ITEM: Election of Certified Public Accountants - Accountants from the Registry of Certified Public Accountants for the audit of the financial statements of the Company and the Consolidated Financial Statements for the fiscal year 2023 and the issuance of the tax certificate and determination of their fees.**

The Board of Directors proposes to the General Assembly the election of the public limited company of chartered accountants under the name "GRANT THORNTON ANONYMOUS COMPANY OF CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS CONSULTANTS " for the audit of the Financial Statements for the financial year 01. 01.2023 - 31.12.2023 and the issuance of the tax certificate, as well as the grant of authorization the Board of the Directors to determine their payment for the fiscal year 2023.

**12<sup>th</sup> ITEM: Repeal of the existing and establishment of a new plan for the purchase of own shares.**

The Board of Directors proposes to the General Meeting the cancellation of the share buyback program established as of 02.12.2021, as it was decided by the Extraordinary General Meeting of the shareholders on 02.12. 2021, with a duration of 24 months and specifically from 02.12.2021 until 01.12.2023, for the purchase of a maximum number of own shares up to 10% of the paid-up capital, including the treasury shares already held, with a minimum purchase price of € 2.00 and a maximum of € 7.00. The reason for the above proposal is that the duration of the program will expire in the fiscal year 2023 and specifically on 01.12.2023 and the Board of Directors considers that it is in the interest of the Company and its shareholders to continue the program for the purchase of treasury shares beyond the expiration date and for this reason proposes the cancellation of the existing program and the establishment of a new program for the purchase of own shares with a duration of 24 months from the date of the decision of the General Meeting, with the same terms and conditions of the program to be cancelled. The main purposes of the plan are to reduce the Company's share capital by cancelling the shares purchased during its term and/or to distribute the shares

purchased to the Company's staff and/or the staff of companies affiliated with the Company within the meaning of article 32 of Law 4308/2014, in accordance with the provisions of article 49 of Law 4548/2018, without excluding the allocation of treasury shares for another specific purpose that will promote the corporate interest, following a specific decision by the competent body.

Specifically, the Board of Directors recommends to the General Meeting of Shareholders the establishment of a new program for the purchase of treasury shares in accordance with article 49 of Law 4548/2018, with the following conditions:

- (a) Maximum number of shares to be purchased: The maximum number of shares to be acquired by the Company added to the shares currently owned by the Company (592,000 treasury shares as of the date of this proposal) shall not exceed 10% of the Company's share capital (currently corresponding to 40,134,921 shares). In other words, the percentage of 10% will always include the treasury shares held by the Company at any given time and shares may be purchased up to this limit, so that the total number of treasury shares at any given time does not exceed this percentage. If the current data change, indicatively the share capital, these figures will be adjusted accordingly - in a mathematical manner - by a decision of the Board of Directors, which will be published in accordance with the applicable legislation, so that the 10% percentage will be calculated on the paid-up share capital at any given time. The maximum number of shares to be purchased as described above currently corresponds to 3,421,492 shares.
- (b) The term for which the approval is granted is set at twenty-four (24) months from the date of the General Meeting, namely from May 30, 2023 to May 29, 2025.
- (c) Maximum purchase price: set at €7.00 per share and the minimum purchase price at €2.00 per share.
- (d) The Company to carry out the own share purchase operations in compliance with the conditions set out in Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 on the price and daily volume of the shares purchased.
- (e) To authorise the Board of Directors to determine the specific conditions and the relevant details for the acquisition of the same shares.

**13<sup>TH</sup> ITEM: Authorization to the Board of Directors to establish a plan for the free allocation of own shares to members of the Board of Directors and the staff of the Company and its affiliated companies within the meaning of article 32 of Law 4308/2014, pursuant to article 114 of Law 4548/2018.**

The Board of Directors proposes the General Meeting to decide on the free allocation of shares to the members of the Board of Directors and the staff of the Company, as well as its affiliated companies within the meaning of article 32 of law 4308/2014, in accordance with article 114 of law 4548/2018. Specifically, it is proposed that 400,000 of Company's own ordinary registered shares with voting rights, that will be acquired or already acquired, be allocated free of charge, with an obligation to retain the shares for two (2) years and that the Board of Directors be authorized to determine the other terms of allocation and the beneficiaries of the free allocation of the Company's own shares.