

# FOR ELECTRIC POWER GENERATION

## SUMMARY DESCRIPTION - DRAFT DECISIONS ON THE ITEMS OF THE AGENDA OF THE ORDINARY GENERAL MEETING ON 30<sup>th</sup> JUNE 2017

#### ITEM 1

Submission for approval of the Annual Financial Statements and the Annual Consolidated Financial Statements for the fiscal year that ended on 31.12.2016, together with the relevant Board of Directors and Certified Auditor-Accountant Reports. Appropriation of company's profits.

Required quorum: 1/5 (20%) of the Company's paid up share capital.

Required majority: 50%+1 of votes represented at the Meeting.

The Annual Financial Statements for fiscal year 2016 (Company and Consolidated) will be presented for approval, comprising, the Annual Financial Statements and the Annual Consolidated Financial Statements, the Annual Management Report of the Board of Directors to Shareholders for fiscal year 2016 and the Audit Report of the Audit Firm.

The BoD will propose no dividend distribution for the fiscal year 2016, as well as to carry the profit balance amounts (after the deduction of taxes), as follows:

- a) The amount of 515.427,29 euros to be carried in favor of the Company's regular reserves
- b) The rest of the period's financial profits (after the deduction of taxes) to be carried in the new fiscal year.

The General Meeting approves the aforementioned Financial Statements with ......votes.

#### ITEM 2

Release of the Board of Directors and the Certified Auditor-Accountant from any liability for damages, for the fiscal year 2016, in accordance with article 35 of Codified Law 2190/1920.

Required quorum: 1/5 (20%) of the Company's paid up share capital.

Required majority: 50%+1 of votes represented at the Meeting.

It will be proposed to the Shareholders to vote for the release of all BoD Members, as well as of the appointed Certified Auditor-Accountant, from all liability or compensation claims arising from the exercise of their duties for fiscal year that ended on 31.12.2016.

The General Meeting releases the BoD Members and the appointed Certified Auditor-Accountant from all liability or compensation claims arising from the exercise of their duties for fiscal year 2016 with ......votes.



#### ITEM 3

Approval of fees (remuneration), which have been paid to members of the Board of Directors for the fiscal year 2016, pursuant to article 24 par. 2 of Codified Law 2190/1920, and preliminary approval of relevant fees and remunerations, which will be paid for the current year 2017, for the same reason.

Required quorum: 1/5 (20%) of the Company's paid up share capital.

Required majority: 50%+1 of votes represented at the Meeting.

The payment of euro 125.000,00 for fees (remuneration) to the members of the Board of Directors for the fiscal year 2016, pursuant to article 24 par. 2 of Codified Law 2190/1920, shall be approved.

The above fees have been pre-approved by the Ordinary General Meeting held on 24.06.2016.

The aforementioned fees (remuneration) are subject to tax withholding, according to the provisions of the applicable tax legislation, and are also charged with legal stamp tax-duties.

Furthermore, the preliminary approval of a fee concerning the remuneration to the members of the Board of Directors, pursuant to article 24 par. 2 of Codified Law 2190/1920 for current year 2017, will be proposed to the General Meeting.

The aforementioned fees (remuneration) are subject to tax withholding, according to the provisions of the applicable tax legislation, and are also charged with legal stamp tax-duties.

The General Meeting approves the aforementioned payment of fees (remuneration) to members of the Board of Directors, pursuant to article 24 par. 2 of Codified Law 2190/1920, with ......votes.

## ITEM 4

<u>Election of one ordinary and one alternate Certified Auditor-Accountant to perform the audit</u> <u>for fiscal year 2017, and determination of their fees.</u>

Required quorum: 1/5 (20%) of the Company's paid up share capital.

Required majority: 50%+1 of votes represented at the Meeting.

Upon proposal of the Audit Committee, the election of PRICEWATERHOUSECOOPERS Audit Firm, for the audit of the Company and the Consolidated Financial Statements for 2017, will be proposed. The PRICEWATERHOUSECOOPERS Audit Firm will propose Mr. Fotis Smirnis to be appointed as Ordinary Certified Auditor-Accountant and Mr. Dimitrios Sourbis as his alternate. Furthermore, the fee for the audit of the year 2017 will be proposed, according to art. 18 of the Law 2231/1994.

The General Meeting approves with ......votes the election of PRICEWATERHOUSECOOPERS Audit Firm for the audit on the Company and Consolidated Financial Statements for fiscal year 2017. The General Meeting appoints Mr. Fotis Smirnis as the Ordinary Certified Auditor-



Accountant and Mr. Dimitrios Sourbis as his alternate. The fee for the audit of the year 2017 will be determined following the audit firm's offer, according to art. 18 of Law 2231/1994.

#### ITEM 5

Granting, pursuant to article 23 par. 1 of Codified Law 2190/1920, of permission to the members of the Board of Directors and the General Management of the Company to participate in Boards of Directors or in the Management of companies of the Group, or other companies pursuing similar purposes as those of the Company.

Required quorum: 1/5 (20%) of the Company's paid up share capital.

Required majority: 50%+1 of votes represented at the Meeting.

Due to the extended objectives of the Company with the establishment or its participation in other companies, the Law and the Articles of Association require that authorisation must be granted by the General Meeting to the Members of the Board of Directors and Managers of the Company to participate in Boards of Directors or in the management of Group Companies or of other companies, even if pursuing similar objectives.

The General Meeting authorises the participation of Members of the Board of Directors and Managers of the Company in Boards of Directors or in the management of Group of Companies or other companies, even if pursuing similar or identical objectives, with ............. votes.

#### ITEM 6

Approval of the Contracts already executed, in the frame of article 23° of Codified Law 2190/1920 and grant of special permission pursuant to article 23° of Codified Law 2190/1920, to enter into, extend or renew the validity of contracts concluded by the Company with its affiliates, within the meaning of article 32 of Law 4308/2014 which substituted article 42° par. 5 of Codified Law 2190/1920.

Required quorum: 1/5 (20%) of the Company's paid up share capital.

Required majority: 50%+1 of votes represented at the Meeting.

The approval of the Contracts already executed, in the frame of article 23<sup>a</sup> of Codified Law 2190/1920, will be proposed.

Furthermore according to the law and the Company's articles of Association, a permission (an authorization) must be granted to the Company, by the General Meeting, pursuant to article 23<sup>a</sup> of Codified Law 2190/1920, to enter into, extend or renew contracts concluded between itself and its affiliates (within the meaning of article 32 of Law 4308/2014 which substituted article 42e par. 5 of Codified Law 2190/1920), under competitive terms as currently apply in the market for similar transactions, as it is essential that for financial and business purposes that the Company monitors, assists in, and enhances the operations of its affiliates, and receives related services as may be necessary from such affiliates, or enters into other general transactions with such affiliates, in pursuance of its objectives.



Pursuant to article 23<sup>a</sup> par. 2 of Codified Law 2190/1920, the General Meeting with ...... votes:

- 1. Approves the Contracts already executed, within the meaning of article 32 of Law 4308/2014 which substituted article 42° par. 5 of Codified Law 2190/1920, and
- 2. Grants its authorisation to the Company to enter into, extend or renew contracts made between the Company and its affiliates, within the meaning of article 32 of Law 4308/2014 which substituted article 42° par. 5 of Codified Law 2190/1920.

#### **ITEM 7**

Approval of the Board of Directors Resolutions dated 30 June 2016 and 31 December 2016, concerning the amendment of the use and of the timetable of the distribution of the funds raised by share capital increase as per Company's Extraordinary General Meeting dated 28 March 2014.

Required quorum: 1/5 (20%) of the Company's paid up share capital.

Required majority: 50%+1 of votes represented at the Meeting.

It will be proposed, that the Ordinary General Meeting of the company's shareholders approves the Board of Directors Resolutions, dated 30 June 2016 and 31 December 2016, concerning the amendment of the use and of the timetable of the distribution of the funds raised by share capital increase, effected by virtue of the company's Extraordinary General Meeting dated 28.3.2014. Consequently the distribution program of the funds raised by said share capital increase, as reflected in the "Report for the distribution of the capitals raised by the share capital increase through payment in cash for the time period 18 July 2016 – 31 December 2016", which makes part of Company's Annual Financial Statements for fiscal year 1 January 2016 – 31 December 2016, will be accordingly amended.

The General Meeting approves all the above mentioned, with ...... votes.

#### ITEM 8

**Election of the Members of the new Board of Directors.** 

Required quorum: 1/5 (20%) of the Company's paid up share capital.

Required majority: 50%+1 of votes represented at the Meeting.

According to article 7 of Company's Articles of Association the three (3) year term of the BoD office, elected by the Extraordinary General Meeting of the shareholders of the Company dated 28.03.2014, expires on the date of election of the Members of the new BoD, by the Ordinary General Meeting of the shareholders of the Company, that will take place within 2017.

According to the above mentioned, the Members of the new BoD that will take office and manage the company for the next three (3) year period will be proposed.

The General Meeting approves all the above mentioned, with ...... votes.



### ITEM 9

Election of the Members of the Audit Committee, according to article 44 of Law 4449/2017.

Required quorum: 1/5 (20%) of the Company's paid up share capital.

Required majority: 50%+1 of votes represented at the Meeting.

According to the provisions of article 44 of Law 4449/2017, the members of the new Audit Committee, for the next three (3) year period, must be elected.

The General Meeting approves all the above mentioned, with ...... votes.

## **ITEM 10**

## **Various Announcements**