

<p style="text-align: center;"><u>PROJET DE TRANSFORMATION TRANSFRONTALIERE</u> (Article R. 236-40 du Code de commerce)</p> <p><u>LE SOUSSIGNE :</u></p> <p>Monsieur Anthony Bourbon, né le 22 mai 1988 à Bordeaux (33) (France), de nationalité française, demeurant 9 rue de Villersexel, 75007 Paris, agissant en sa qualité de Président de la société dénommée « AB Participations », société par actions simplifiée de droit français, au capital de 15.473.150 euros, dont le siège social est situé 231, rue Saint-Honoré (France), immatriculée au Registre du Commerce et des Sociétés de Paris sous le numéro 818 969 115 (ci-après désignée « AB Participations » ou la « Société »), dûment habilité à l'effet des présentes,</p> <p><u>IL A ÉTÉ RAPPELÉ CE QUI SUIT :</u></p> <p>Le présent document a été arrêté en vue de la transformation de la Société en une société de forme juridique relevant du droit grec ; en particulier, la Société, sans être dissoute ou liquidée ou mise en liquidation, transformera la forme juridique sous laquelle elle est immatriculée dans l'Etat membre de départ (France) en une forme juridique dans l'Etat membre de destination (Grèce), et transférera son siège social en Grèce tout en conservant sa personnalité juridique (la « Transformation Transfrontalière »), conformément aux articles L. 236-50 et suivants et les articles R. 236-39 à R.236-40 du Code de commerce, introduits en droit français suite à la transposition de la Directive (UE) 2019/2121 du 27 novembre 2019 modifiant la Directive (UE) 2017/1132 en ce qui concerne les transformations, fusions et scissions transfrontalières (la « Directive Mobilité »), par l'ordonnance n°2023-393 du 24 mai 2023 et le décret n°2023-430 du 2 juin 2023, applicables à compter du 1^{er} juillet 2023. La Directive Mobilité a été transposée en droit grec par la loi 4601/2019 telle que modifiée et complétée par la loi 5055/2023.</p> <p>Par décisions en date du 12 janvier 2026, l'associé unique de la Société a décidé de ne pas désigner un commissaire à la transformation, conformément aux dispositions</p>	<p style="text-align: center;"><u>DRAFT TERMS OF CROSS-BORDER CONVERSION</u> (Article R. 236-40 of the French Commercial Code)</p> <p><u>THE UNDERSIGNED:</u></p> <p>Mr. Anthony Bourbon, born on 22 May 1988 in Bordeaux (33) (France), a French citizen, residing at 9 rue de Villersexel, 75007 Paris (France) acting in his capacity as Chairman (<i>président</i>) of the company under the corporate name "AB Participations", a French <i>société par actions simplifiée</i> (simplified joint stock company) with share capital of 15,473,150 euros, having its registered office at 231, rue Saint-Honoré (France), registered with the Trade and Companies Registry of Paris under number 818 969 115 (hereinafter referred to as "AB Participations" or the "Company"), duly empowered for the purpose hereof,</p> <p><u>WHEREAS:</u></p> <p>This document has been drawn up in view of the conversion of the Company into a company of a legal form governed by Greek law; in particular, the Company, without being dissolved or wound up or going into liquidation, shall convert the legal form under which is registered in the departure Member State (France) into a legal form in the destination Member State (Greece) and shall transfer its registered office to Greece while retaining its legal personality (the "Cross-Border Conversion") , according to Articles L. 236-50 et seq. and Articles R. 236-39 and R. 236-40 of the French Commercial Code, introduced into French law following the transposition of Directive (EU) 2019/2121 of 27 November 2019, amending Directive (EU) 2017/1132 as regards cross-border conversions, mergers and divisions (the "Mobility Directive"), by Ordinance n°2023-393 of 24 May 2023 and Decree n°2023-430 of 2 June 2023, applicable since 1 July 2023. The Mobility Directive was transposed into Greek law by Law 4601/2019, as amended and supplemented by Law 5055/2023.</p> <p>By decisions dated 12 January 2026, the Company's sole shareholder decided not to appoint an auditor for the conversion, in accordance with the provisions of Article</p>
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<p>de l'article L. 236-10 II du Code de commerce (sur renvoi de l'article L. 236-50 du Code de commerce).</p>	<p>L. 236-10 II of the French Commercial Code (on referral of Article L. 236-50 of the French Commercial Code).</p>
<p>Le Président de la Société a établi un rapport sur la Transformation Transfrontalière, conformément aux dispositions de l'article R. 236-24 du Code de commerce (sur renvoi de l'article R. 236-39 du Code de commerce). Il est précisé que les sections à destination des associés et des salariés sont inapplicables (article R.236-24, II et III du Code de commerce, sur renvoi de l'article R.236-39 du même Code), compte tenu du fait que la Société est unipersonnelle et n'emploi aucun salarié.</p>	<p>The Chairman of the Company has drawn up a report on the Cross-Border Conversion, in accordance with the provisions of Article R. 236-24 of the French Commercial Code (on referral of Article R. 236-39 of the French Commercial Code). It is specified that the sections for the Company's shareholders and employees are not applicable (articles R. 236-24, II and III of the French Commercial Code, on referral of Article R. 236-39 of the same Code), as the Company is a single-member company with no employees.</p>
<p>I. CARACTERISTIQUES DES SOCIETES CONCERNES</p>	<p>I. CHARACTERISTICS OF THE CONCERNED COMPANIES</p>
<p>1. Concernant la société dans l'Etat membre de départ</p>	<p>1. Concerning the company in the departure Member State</p>
<ul style="list-style-type: none"> - La société dénommée « AB Participations » est une société par actions simplifiée de droit français dont le siège social est situé 231, rue Saint-Honoré, 75001 Paris, immatriculée au Registre du Commerce et des Sociétés de Paris sous le numéro 818 969 115. - La Société a, à ce jour, un capital souscrit et entièrement libéré de 15.473.150 euros. Il est divisé en 15.473.150 actions d'une valeur nominale de 1 euro chacune, toutes de même catégorie et détenues intégralement par Anthony Bourbon. - Son exercice social commence le 1^{er} janvier et se termine le 31 décembre de chaque année. - La Société ne fait pas l'objet d'une quelconque procédure pour insolvabilité ou liquidation. - L'objet social de AB Participations est le suivant : <ul style="list-style-type: none"> ○ « <i>La prise de participations dans tout type de sociétés ainsi que l'animation, la gestion, la direction de toutes sociétés ou de tous groupes de sociétés, l'animation, la direction ou la gestion de toutes filiales ou</i> 	<ul style="list-style-type: none"> - The company under the corporate name "AB Participations" is a <i>société par actions simplifiée</i> (simplified joint-stock company), incorporated under French law, having its registered office at 231, rue Saint-Honoré, 75001 Paris (France) and is registered with the Trade and Companies Registry of Paris under number 818 969 115. - The Company currently has a subscribed and fully paid-up share capital of 15,473,150 euros. It is divided into 15,473,150 shares with par value of one euro each, all of the same category and wholly owned by Mr. Anthony Bourbon. - Its financial year runs from January 1st to December 31 of each year. - The Company is not the subject of any insolvency or winding-up proceedings. - The corporate purpose of the Company is as follows: <ul style="list-style-type: none"> ○ <i>"The acquisition of shareholdings in any type of company, as well as the management, administration, and leadership of any companies or groups of companies, and the management, administration, or</i>

<p><i>participations détenues directement ou indirectement,</i></p> <ul style="list-style-type: none"> ○ <i>Tant en France qu'à l'étranger, toutes activités financières, immobilières ou commerciales, et tout particulièrement l'achat, la vente et la gestion, de tous biens immobiliers, la location desdits biens en meublés ou non et, ou assorti de prestations de services.</i> ○ <i>Et plus généralement, toutes opérations industrielles, commerciales, financières, civiles, mobilières ou immobilières, pouvant se rattacher directement ou indirectement à l'objet social ou à tout objet similaire ou connexe. »</i> <p>- La Société est représentée, dirigée et administrée par son Président Anthony Bourbon. Il a été nommé pour une durée indéterminée.</p> <p>2. Concernant la société transformée dans l'Etat de destination – Statuts de la société transformée dans l'Etat membre de destination</p> <p>- Il est proposé que la société transformée soit une société anonyme (<i>Ανώνυμη Εταιρεία</i>) de droit grec dont le siège social est situé au 8 rue Patriarchou Ioakeim, 106 74 Kolonaki, Athènes (Grèce). La société transformée sera immatriculée par le Ministre du Développement auprès du Registre Général du Commerce grec (G.E.MI., <i>Γενικό Εμπορικό Μητρώο</i> (Γ.Ε.ΜΗ.)).</p> <p>- Dans l'Etat membre de destination (Grèce), la Société va conserver la même dénomination sociale que dans l'Etat membre de départ (France), à savoir « AB Participations », en y ajoutant les mots « société anonyme unipersonnelle » (<i>Μονοπρόσωπη Ανώνυμη Εταιρεία</i>).</p> <p>- Le capital de la société transformée sera fixé à 15.473.150 euros, divisé en 15.473.150 actions d'une valeur nominale de 1 euro chacune, et sera entièrement détenu par Monsieur Anthony Bourbon. Le capital social de la société transformée sera exclusivement constitué d'apports de capital et il n'y aura pas d'apports autres</p>	<p><i>leadership of any subsidiaries or interests held directly or indirectly;</i></p> <ul style="list-style-type: none"> ○ <i>Both in France and abroad, all financial, real estate, or commercial activities, and in particular the purchase, sale, and management of all real estate assets, the leasing of such assets whether furnished or unfurnished, with or without related services;</i> ○ <i>And more generally, all industrial, commercial, financial, civil, movable or immovable operations that may be directly or indirectly connected to the company's corporate purpose or to any similar or related purpose."</i> <p>The Company is represented, managed and administrated by its chairman (<i>President</i>) Mr. Anthony Bourbon. He has been appointed for an indefinite period.</p> <p>2. Concerning the converted company in the destination Member State – Articles of Association of the converted company in the destination Member State</p> <p>It is proposed that the converted company is a Societe Anonyme (<i>Ανώνυμη Εταιρεία</i>) under Greek law, having its registered office at 8 Patriarchou Ioakeim Street, 106 74 Kolonaki, Athens (Greece). The converted company shall be registered by the Ministry of Development to the Greek General Commercial Registry (G.E.MI., <i>Γενικό Εμπορικό Μητρώο</i> (Γ.Ε.ΜΗ.)).</p> <p>- In the destination Member State (Greece), the Company will keep the same corporate name as in the departure Member State (France), namely "AB PARTICIPATIONS", adding the words Single-Member Societe Anonyme (<i>Μονοπρόσωπη Ανώνυμη Εταιρεία</i>).</p> <p>- The share capital of the converted company shall be set at 15,473,150 euros, divided into 15,473,150 capital shares of a nominal value of one euro each, and shall be wholly held by Mr. Anthony Bourbon. The share capital of the converted company shall exclusively consist of capital</p>
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<p>que de capital ni de contributions de garantie.</p> <ul style="list-style-type: none"> - Son exercice social commence le 1^{er} janvier et se termine le 31 décembre de chaque année. Par exception, son premier exercice social soumis au droit grec, commencera à la date de l'enregistrement (i) du Projet de Transformation Transfrontalière et (ii) des statuts de la société transformée par le Ministre du Développement auprès du Registre Général du Commerce grec (G.E.MI., Γενικό Εμπορικό Μητρώο (Γ.Ε.ΜΗ.)) et se terminera le 31 décembre 2026. - Le projet de statuts de la Société transformée en une société anonyme (Ανώνυμη Εταιρεία) de droit grec figurent en <u>Annexe 1</u>. - L'objet social de la Société post Transformation Transfrontalière, est le suivant : <ul style="list-style-type: none"> ○ « <i>La prise de participations dans tout type de sociétés ainsi que l'animation, la gestion, la direction de toutes sociétés ou de tous groupes de sociétés, l'animation, la direction ou la gestion de toutes filiales ou participations détenues directement ou indirectement,</i> ○ <i>Tant en France qu'à l'étranger, toutes activités financières, immobilières ou commerciales, et tout particulièrement l'achat, la vente et la gestion, de tous biens immobiliers, la location desdits biens en meublés ou non et, ou assorti de prestations de services.</i> ○ <i>Et plus généralement, toutes opérations industrielles, commerciales, financières, civiles, mobilières ou immobilières, pouvant se rattacher directement ou indirectement à l'objet social ou à tout objet similaire ou connexe. »</i> - La Société sera représentée, dirigée et administrée par un Conseil d'administration composé de trois membres, au sein duquel Monsieur Anthony Bourbon est nommé administrateur et Président, Madame Anna Van Thull et Madame Mélanie Der sont 	<p>contributions and there will be no non-capital or guarantee contributions.</p> <ul style="list-style-type: none"> - Its financial year runs from January 1st to December 31 of each year. By way of exception, its first financial year under Greek law shall commence on the date of registration of (i) the Draft Terms of Conversion and (ii) the Articles of Association of the converted company by the Ministry of Development with the Greek General Commercial Registry (G.E.MI., Γενικό Εμπορικό Μητρώο (Γ.Ε.ΜΗ.)) and shall end on 31 December 2026. - The draft Articles of Association of the Company converted into a Greek Societe Anonyme (Ανώνυμη Εταιρεία) are attached hereto as <u>Appendix 1</u>. - The corporate purpose of the Company post Cross-Border Conversion, is as follows: <ul style="list-style-type: none"> ○ <i>"The acquisition of shareholdings in any type of company, as well as the management, administration, and leadership of any companies or groups of companies, and the management, administration, or leadership of any subsidiaries or interests held directly or indirectly;</i> ○ <i>Both in France and abroad, all financial, real estate, or commercial activities, and in particular the purchase, sale, and management of all real estate assets, the leasing of such assets whether furnished or unfurnished, with or without related services;</i> ○ <i>And more generally, all industrial, commercial, financial, civil, movable or immovable operations that may be directly or indirectly connected to the company's corporate purpose or to any similar or related purpose."</i> - The Company shall be represented, managed and administrated by a three-Member Board of Directors, where Mr. Anthony Bourbon is appointed as administrator and Chairman, Mrs. Anna Van Thull and Mrs. Mélanie Der are appointed administrators by virtue of the
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<p>nommées administrateurs dans les statuts de la société transformée.</p> <p><u>CECI ÉTANT EXPOSE, IL A ÉTÉ CONVENU CE QUI SUIT :</u></p> <p>1. DATE DE REALISATION DE LA TRANSFORMATION TRANSFRONTALIERE</p> <p>La Transformation Transfrontalière prendra effet à la date d'immatriculation de la société transformée par le Ministre du Développement auprès du Registre Général du Commerce grec (G.E.MI., Γενικό Εμπορικό Μητρώο (Γ.Ε.ΜΗ.)), conformément à l'article L. 236-53 du Code de commerce (la « Date de Réalisation »).</p> <p>La date d'effet juridique, fiscale et comptable de la Transformation Transfrontalière correspond à la Date de Réalisation.</p> <p>La Société conservera sa personnalité juridique, sous sa nouvelle forme de société anonyme (Ανώνυμη Εταιρεία) de droit grec, à compter de la Date de Réalisation.</p> <p>A compter de la Date de Réalisation et conformément à l'article L. 236-51 du Code de commerce,</p> <ul style="list-style-type: none"> - l'ensemble des éléments d'actif et de passif (y compris tous les contrats, crédits, droits et obligations) de la société résultant de la Transformation Transfrontalière sont ceux de la Société à l'origine de la Transformation Transfrontalière ; et - les associés de la Société à l'origine de la Transformation Transfrontalière continue d'être associés de la société résultant de la Transformation Transfrontalière. <p>2. CALENDRIER INDICATIF ENVISAGE POUR LA TRANSFORMATION TRANSFRONTALIERE</p> <ul style="list-style-type: none"> - 12 janvier 2026 : décisions de l'associé unique de la Société qui décide la Transformation Transfrontalière et donne pouvoirs au Président à l'effet de fixer les termes et conditions de la Transformation Transfrontalière et d'arrêter le projet de Transformation Transfrontalière et décider de l'absence de nomination d'un commissaire à la transformation (le « Projet de Transformation »). 	<p>Articles of Association of the converted company.</p> <p><u>NOW, THEREFORE, IT HAS BEEN AGREED AS FOLLOWS:</u></p> <p>1. COMPLETION DATE OF THE CROSS-BORDER CONVERSION</p> <p>The Cross-Border Conversion will take effect on the date of registration of the converted company by the Ministry of Development to the Greek General Commercial Registry (G.E.MI., Γενικό Εμπορικό Μητρώο (Γ.Ε.ΜΗ.)), in accordance with Article L. 236-53 of the French Commercial Code (the "Completion Date").</p> <p>The legal, tax and accounting effective date of the Cross-Border Conversion corresponds to the Completion Date.</p> <p>The Company will keep its legal personality in its new form of a Societe Anonyme (Ανώνυμη Εταιρεία) under Greek law as from the Completion Date.</p> <p>From the Completion Date and according to Article L. 236-51 of the French Commercial Code:</p> <ul style="list-style-type: none"> - all the assets and liabilities (including all contracts, credits, rights and obligations) of the converted company are those of the Company at the origin of the Cross-Border Conversion; and - the shareholders of the Company at the origin of the Cross-Border Conversion continue to be shareholders of the converted company. <p>2. PROPOSED INDICATIVE TIMETABLE FOR THE CROSS-BORDER CONVERSION</p> <ul style="list-style-type: none"> - 12 January, 2026: decisions of the Company's sole shareholder who resolves on the Cross-Border Conversion and grants powers to the Chairman to set the terms and conditions of the Cross-Border Conversion and to draw up the draft terms of the Cross-Border Conversion and bit appoint an auditor for the conversion (the "Draft Terms of Conversion").
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<ul style="list-style-type: none"> - 12 janvier 2026 : rapport du président de la Société qui sera soumis à l'associé unique de la Société. - 12 janvier 2026 : signature du Projet de Transformation. - 12 janvier 2026 ou à compter de l'étape précédente : dépôt au Greffe du Tribunal des activités économiques de Paris (i) du Projet de Transformation et (ii) de l'avis relatif au projet de Transformation Transfrontalière pour publication au JAL (journal d'annonces légales) et au BODACC (Bulletin officiel des annonces civiles et commerciales). - 22 janvier 2026 : publication au JAL (journal d'annonces légales) et au BODACC (Bulletin officiel des annonces civiles et commerciales). Date de départ du délai d'opposition des créanciers de trois (3) mois (délai non suspensif). - 22 février 2026 ou au moins un mois à compter de l'étape précédente : décisions de l'associé unique de la Société approuvant (i) le Projet de Transformation et (ii) les statuts de la société issue de la Transformation Transfrontalière. - 22 février 2026, rapport du président de la Société qui sera soumis à l'associé unique de la Société. - 22 février 2026 ou à compter de l'étape précédente : remise au Greffe du Tribunal des activités économiques de Paris du dossier en vue de l'obtention du certificat de conformité préalable à l'opération. - 22 mai 2026 ou au plus tard dans les six (6) mois à compter de l'étape précédente : obtention du certificat de conformité préalable à l'opération émis par le Greffe du Tribunal des activités économiques de Paris. - 22 mai 2026 ou à compter de l'étape précédente : transmission au Département des Entreprises du Secrétariat Général du Commerce du Ministère hellénique du Développement pour contrôle de la légalité et approbation (i) du Projet de Transformation, (ii) la résolution d'approbation par l'associé unique de la 	<ul style="list-style-type: none"> - 12 January 2026: Report of the Chairman of the Company, which will be submitted to the sole shareholder of the Company. - 12 January 2026: signature of the Draft Terms of Conversion. - 12 January 2026 or as from the previous step: filing with the Registry of the Paris Commercial Court of (i) the Draft Terms of Conversion and (ii) the notice of the contemplated Cross-Border Conversion for publication in the <i>JAL</i> (Newspaper of legal notices) and in the <i>BODACC</i> (Official bulletin of civil and commercial announcements). - 22 January 2026: publication in the <i>JAL</i> (Newspaper of legal notices) and in the <i>BODACC</i> (Official bulletin of civil and commercial announcements). Start of three (3)-month objection period for the creditors (non-suspensive period). - 22 February 2026 or at least one month as from the previous step: decisions of the Company's shareholders approving (i) the Draft Terms of Conversion and (ii) the Articles of Association of the converted company. - 22 February 2026: Report of the Chairman of the Company, which will be submitted to the sole shareholder of the Company. - 22 February 2026 or as from the previous step: submission to the Registry of the Paris Commercial Court of all the documents in order to obtain the pre-conversion certificate of legality. - 22 May 2026 or at the latest within six (6) months from the previous step: issuance by the Registry of the Paris Commercial Court of the pre-conversion certificate of legality. - 22 May 2026 or as from the previous step: submission to the Department of Companies of the General Secretariat of Commerce of the Hellenic Ministry of Development for scrutiny and approval of (i) the Draft Terms of Conversion, (ii) the resolution of approval by the sole
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<p>Société et (iii) le certificat de conformité préalable à l'opération.</p> <ul style="list-style-type: none"> - 8 juin 2026 ou dès que le Département des Entreprises du Secrétariat Général du Commerce du Ministère hellénique du Développement détermine que toutes les conditions applicables ont été dûment remplies et que toutes les formalités ont été dûment accomplies, et qu'il approuve la Transformation Transfrontalière : immatriculation de la société transformée au Registre du Commerce grec (G.E.MI., Γενικό Εμπορικό Μητρώο (Γ.Ε.ΜΗ.)) - 8 juin 2026 ou à compter de l'étape précédente : formalités de radiation de la Société en France auprès du Greffe du Tribunal des activités économiques de Paris. Formalités fiscales et comptables liées à la Transformation Transfrontalière. <p>3. DROITS ACCORDES PAR LA SOCIETE AUX ASSOCIES AYANT DES DROITS SPECIAUX ET AUX PORTEURS DE TITRES AUTRES QUE DES ACTIONS OU LES MESURES PROPOSEES A LEUR EGARD</p> <p>Aucun droit spécial n'a été accordé à l'associé unique par la Société ou aux porteurs de titres autres que des actions, ni aucune mesure n'a été proposée à l'associé unique ou porteurs de titres autres que les actions.</p> <p>4. AVANTAGES PARTICULIERS ATTRIBUES AUX MEMBRES DES ORGANES D'ADMINISTRATION, DE DIRECTION, DE SURVEILLANCE OU DE CONTROLE</p> <p>Aucun avantage particulier n'est attribué aux membres des organes d'administration, de direction, de surveillance ou de contrôle, la Société étant unipersonnelle, l'associé unique étant lui-même également le Président de la Société.</p> <p>5. EFFETS PROBABLES SUR L'EMPLOI - INFORMATIONS SUR LES PROCEDURES SELON LESQUELLES SONT FIXEES LES MODALITES RELATIVES A L'IMPLICATION DES TRAVAILLEURS DANS LA DEFINITION DE LEURS DROITS DE</p>	<p>shareholder of the Company and (iii) the pre-conversion certificate.</p> <ul style="list-style-type: none"> - 8 June 2026 or as soon as the Department of Companies of the General Secretariat of Commerce of the Hellenic Ministry of Development determines that all relevant conditions have been properly fulfilled and formalities have been properly completed and approves the Cross-Border Conversion: registration of the converted company with the Greek General Commercial Registry (G.E.MI., Γενικό Εμπορικό Μητρώο (Γ.Ε.ΜΗ.)) - 8 June 2026 or as from the previous step: formalities for deregistering the Company in France before the Registry of the Paris Commercial Court. Tax and accounting formalities relating to the Cross-Border Conversion. <p>3. RIGHTS GRANTED BY THE COMPANY TO SHAREHOLDERS ENJOYING SPECIAL RIGHTS OR ON HOLDERS OF SECURITIES OTHER THAN SHARES, OR MEASURES PROPOSED CONCERNING THEM</p> <p>No special rights have been granted to the shareholders by the Company or to holders of securities other than shares, nor have any measures been proposed to shareholders or holders of securities other than shares.</p> <p>4. SPECIAL BENEFITS GRANTED TO MEMBERS OF ADMINISTRATIVE, MANAGEMENT, SUPERVISORY OR CONTROLLING BODIES</p> <p>No special benefits have been granted to members of the administrative, management, supervisory or control bodies, as the Company is a single-member company and its sole shareholder is also its Chairman.</p> <p>5. LIKELY REPERCUSSIONS ON EMPLOYMENT - INFORMATION ON THE PROCEDURES BY WHICH ARRANGEMENTS FOR THE INVOLVEMENT OF EMPLOYEES IN THE DEFINITION OF THEIR RIGHTS TO PARTICIPATION IN THE</p>
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PARTICIPATION DANS LA SOCIETE TRANSFORMEE	CONVERTED COMPANY ARE DETERMINED
<p>Cette information n'est pas applicable à la présente Transformation Transfrontalière, la Société n'ayant pas de salarié.</p>	<p>This information is not applicable to the present Cross-Border Conversion, as the Company has no employees.</p>
<p>6. MODALITES D'ATTRIBUTION D'UNE OFFRE DE RACHAT AUX ASSOCIES BENEFICIAINT DU DROIT DE RETRAIT</p>	<p>6. TERMS AND CONDITIONS OF A BUYBACK OFFER TO SHAREHOLDERS WITH A RIGHT OF WITHDRAWAL</p>
<p>Aucune offre de rachat n'a été proposée aux associés de la Société, conformément aux dispositions de l'article L.236-40 du Code de commerce (sur renvoi de l'article L.236-50 du Code de commerce), la Société étant unipersonnelle.</p>	<p>In accordance with the provisions of Article L. 236-40 of the French Commercial Code (on referral of Article L. 236-50 of the French Commercial Code), no buyback offer has been made to the Company's shareholders, as the Company is a single-member company.</p>
<p>7. GARANTIES OFFERTES AUX CREANCIERS EN VERTU DU DROIT FRANÇAIS</p>	<p>7. GUARANTEES OFFERED TO CREDITORS UNDER FRENCH LAW</p>
<p>En application des dispositions de l'article L. 236-15 du Code de commerce (sur renvoi des articles L. 236-50, L. 236-31, R. 236-39 et R. 236-34 du même Code), la Société transformée reste débitrice des créanciers non obligataires, dont la créance est antérieure à la publicité donnée au Projet de Transformation et non encore échue au moment de cette publication.</p>	<p>Pursuant to the provisions of article L. 236-15 of the French Commercial Code (on referral of Articles L. 236-50, L. 236-31, R. 236-39 and R. 236-34 of the same Code), the converted company remains liable to non-bondholder creditors whose claim arose prior to the publication of the Draft Terms of Conversion and is not yet due at the time of such publication.</p>
<p>Les créanciers non obligataires peuvent former opposition à la Transformation Transfrontalière devant la juridiction dans le ressort duquel la Société a son siège social dans un délai de trois (3) mois à compter de la dernière insertion ou de la mise à disposition du public du Projet de Transformation sur le site internet de la Société (article R. 236-34, alinéa 1^{er} du Code de commerce, sur renvoi de l'article R. 236-39 du même code). Dans ce cas, une décision de justice rejette l'opposition ou ordonne, soit le remboursement des créances, soit la constitution de garanties si la Société en offre et si elles sont jugées suffisantes. A défaut de remboursement des créances ou de constitution des garanties ordonnées, la Transformation Transfrontalière est inopposable à ce créancier (article L. 236-15 du Code de commerce sur renvoi des articles L. 236-50, L. 236-31, R. 236-39 et R. 236-34 du même Code).</p>	<p>Non-bondholder creditors may file an objection to the Cross-Border Conversion with the court in whose jurisdiction the Company's registered office is located within three (3) months from the last publication or public availability of the Draft Terms of Conversion on the Company's website (Article R. 236-34, paragraph 1 of the French Commercial Code, on referral of Article R. 236-39 of the same Code). In this case, a court decision rejects the objection or orders either the repayment of the claims, or the provision of guarantees if the Company offers them and if they are deemed sufficient. In the absence of repayment of the claims or provision of the guarantees ordered, the Cross-Border Conversion is not enforceable against this creditor (Article L. 236-15 of the French Commercial Code on referral of Articles L. 236-50, L. 236-31, R. 236-39 and R. 236-34 of the same Code).</p>
<p>Les créanciers non obligataires peuvent engager une action contre la Société devant la</p>	<p>Non-bondholder creditors may bring an action against the Company before the courts of the</p>

<p>juridiction de l'Etat membre de départ et dans le ressort duquel la Société avait son siège social avant la Transformation Transfrontalière dans un délai de deux (2) ans à compter de la date de prise d'effet de la Transformation Transfrontalière (article R. 236-34, dernier alinéa sur renvoi de l'article R. 236-39 du même Code ainsi que articles L. 236-15, L. 236-16 et L. 236-44 du Code de commerce sur renvoi).</p> <p>L'opposition formée par un créancier n'a pas pour effet d'interdire la poursuite de la Transformation Transfrontalière, conformément à l'article L. 236-15 du Code de commerce (sur renvoi des articles L. 236-50, et L. 236-31 du même Code).</p> <p>Aucune garantie particulière telle que cautionnement ou gage n'a été mis en place par la Société au profit des créanciers.</p> <p>8. SUBVENTIONS REÇUES PAR LA SOCIÉTÉ DANS L'ÉTAT MEMBRE DE DÉPART</p> <p>La Société n'a reçu aucune mesure d'incitation ou subvention au cours des cinq (5) dernières années.</p> <p>9. INDIVISIBILITE</p> <p>Le présent accord et ses annexes forment un tout indivisible.</p> <p>10. LOI APPLICABLE – ATTRIBUTION DE JURIDICTION</p> <p>Le présent accord sera régi par et interprété conformément à la loi française.</p> <p>En cas de contestation pouvant s'élever au sujet des présentes, il est fait attribution de juridiction au Tribunal des activités économiques de Paris.</p> <p>11. FRAIS</p> <p>Les frais, droits d'enregistrement et honoraires auxquels donnera lieu la Transformation Transfrontalière, ainsi que ceux qui seront la suite ou la conséquence, seront supportés par la Société qui s'y oblige.</p>	<p>departure Member State and in whose jurisdiction the Company had its registered office prior to the Cross-Border Conversion, within two (2) years from the effective date of the Cross-Border Conversion (article R. 236-34, last paragraph, on referral of Article L. 236-39 of the same Code and articles L. 236-15, L. 236-16 and L. 236-44 of the French Commercial Code on referral).</p> <p>The opposition filed by a creditor does not have the effect of prohibiting the continuation of the Cross-Border Conversion, according to Article L. 236-15 of the French Commercial Code (on referral of Articles L. 236-50 and L. 236-31 of the same Code)</p> <p>The Company has not set up any specific guarantees, such as surety bonds or pledges, for the benefit of the creditors.</p> <p>8. SUBSIDIES RECEIVED BY THE COMPANY IN THE DEPARTURE MEMBER STATE</p> <p>The Company has not received any incentives or subsidies in the preceding five (5) years.</p> <p>9. INDIVISIBILITY</p> <p>This agreement and its annexes form an indivisible whole.</p> <p>10. APPLICABLE LAW – JURISDICTION</p> <p>The agreement shall be governed by and interpreted in accordance with French law.</p> <p>In the event of a dispute that may arise in relation to this agreement, the Paris Commercial Court shall have jurisdiction.</p> <p>11. FEES</p> <p>The costs, registration duties and fees to which the Cross-Border Conversion will give rise, as well as those which will follow or result from it, will be borne by the Company, which undertakes to do so.</p>
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<p>12. POUVOIRS ET FORMALITES</p> <p>La Société remplira toutes formalités légales de publicité relatives à la Transformation Transfrontalière.</p> <p>Tous pouvoirs sont d'ores et déjà donnés à cet effet au porteur d'un exemplaire ou d'une copie des présentes.</p> <p>13. ELECTION DE DOMICILE</p> <p>Pour l'exécution des présentes et des actes qui en seront la suite ou la conséquence, la Société fait élection de domicile en son siège social tel qu'il apparait en tête des présentes.</p> <p>Elle s'engage à notifier tout changement de siège social.</p> <p>Fait à Paris, le 12 janvier 2026</p>	<p>12. POWERS AND FORMALITIES</p> <p>The Company shall carry out all legal formalities relating to the Cross-Border Conversion.</p> <p>Full powers are hereby granted to the bearer of a copy of the present document for this purpose.</p> <p>13. ELECTION OF DOMICILE</p> <p>For the performance of the present agreement and any subsequent or consequential acts, the Company elects its registered office, as set forth in the Recitals, as its domicile.</p> <p>It undertakes to notify any change of its registered office.</p> <p>Executed in Paris, on 12 January 2026.</p>
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Anthony Bourbon
Président/Chairman

ANNEXE 1 Projet de statuts de AB Participations, société anonyme de droit grec	APPENDIX 1 Draft Articles of Association of AB Participations, a Societe Anonyme by Greek law.
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**CODIFIED ARTICLES OF ASSOCIATION OF THE SOCIETE ANONYME
WITH THE TRADE NAME**

"AB PARTICIPATIONS SINGLE-MEMBER SOCIETE ANONYME"

CHAPTER ONE

**INCORPORATION – CORPORATE NAME - REGISTERED SEAT -
PURPOSE - DURATION**

ARTICLE 1

TRADE NAME

1.1. A Single-Member Societe Anonyme is hereby incorporated under the corporate name " AB PARTICIPATIONS SINGLE MEMBER SOCIETE ANONYME" and the distinctive title "AB PARTICIPATIONS".

1.2. In international relations, the corporate name shall be as follows: "AB PARTICIPATIONS SINGLE MEMBER SOCIETE ANONYME" and the distinctive title shall remain the same as above, i.e. "AB PARTICIPATIONS".

ARTICLE 2

REGISTERED SEAT

2.1 The registered seat of the Company shall be the Municipality of Athens, where the company shall be sued for any dispute, unless otherwise provided by law.

2.2. The registered seat of the Company may be transferred to another Municipality or Community in the country, by decision of the General Meeting of Shareholders taken by an extraordinary quorum and majority and by amendment of these Articles of Association.

2.3. By decision of the Company's Board of Directors:
A) branches, agencies, offices, annexes, or other forms of secondary establishments may be established in any city in Greece or abroad and/or abolished, and

B) the terms of operation as well as the nature and scope of their work are determined.

ARTICLE 3

PURPOSE

3.1 The purpose of the Company is:

1. To participate in the capital of companies based in Greece or another Member State of the European Union or in a third country.
2. In general, the activities and services of holding companies.
3. The purchase, sale, lease, rental, sublease, and, in general, the development and management (exploitation) of real estate, land, and all forms of buildings and facilities of any kind, whether privately owned or not.
4. The management of real estate for a fee and/or on a contractual basis.
5. The leasing and management of rented or privately owned apartments or detached houses intended for residential use.
6. The leasing of apartments, houses, complexes, and all types of real estate and spaces intended for professional use.
7. The provision of business consulting and other management consulting services.

3.2 To achieve the above objectives, the Company may:

- i. Cooperate with any natural or legal person in the private or public sector, domestic or foreign, in any manner for the purpose of this article, in any manner, to achieve the corporate purpose.
- ii. Establish or abolish branches, agencies, offices, warehouses, gas stations, workshops, and repair shops or other facilities anywhere in Greece or abroad.
- iii. To purchase, sell, or lease movable or immovable property in any way and, in general, to take all necessary actions to promote its operations and achieve its objectives.
- iv. To represent any domestic or foreign company of any corporate type with a similar or related purpose and to mediate in the conclusion of contracts and to take any action necessary to promote its activities and achieve its objectives. domestic or foreign, of any corporate type with a similar or related purpose, and to mediate in the conclusion

of contracts and engage in any activity that is relevant and related to the achievement of the purposes hereof.

v. To provide sureties or guarantees in favor of third parties, natural or legal persons, with whom it cooperates or in which it participates for the benefit of the Company and the fulfillment of its corporate purpose, providing all kinds of security, personal and real.

vi. To request the issuance of letters of guarantee or letters of credit, in euros or foreign currency, in favor of third parties, natural or legal persons with whom it cooperates or in which it participates, for the benefit of the Company and the fulfillment of its corporate purpose, providing all types of collateral, personal and real.

vii. To promote the Company's activities in Greece and abroad for the purpose of promoting its business objectives, e.g. by creating and maintaining addresses and websites on the Internet,

viii. To acquire, manage, and operate means of transport, owned by itself or by third parties.

ix. To carry out any work or activity directly or indirectly related to the above purposes or serving to achieve them, including, but not limited to, constructing, purchasing, and leasing movable and immovable property for the installation and operation of stations, offices, workshops, and services.

3.3 To achieve the above purposes and subject to Articles 100 and 99 of Law 4548/2018, the Company may also:

i. Lend, borrow, and raise funds, including the issuance of bonds, promissory notes, and other securities or documents incorporating debt obligations (debt securities), in accordance with the provisions of Law 4548/2018, as well as enter into contracts in relation to the above,

ii. To provide guarantees, bind the Company, and mortgage or pledge its assets to cover the obligations of companies and businesses with which it is associated or forms a group, and on behalf of third parties, whether natural or legal persons,

iii. To develop and market patents, industrial and commercial trademarks, licenses, production and processing methods, know-how, and other intellectual, commercial, and industrial property rights in general.

By decision of the General Meeting, the Company may extend its activities to other areas not mentioned in the above paragraphs by amending this document.

ARTICLE 4

DURATION

The duration of the company is set at fifty (50) years, starting from its registration in the General Commercial Registry (GEMI) until the corresponding date in the year 2075.

CHAPTER TWO

SHARE CAPITAL - SHARES - SHAREHOLDERS

ARTICLE 5

SHARE CAPITAL

5.1 The share capital of the Company is set at FIFTEEN MILLION FOUR HUNDRED AND SEVENTY-THREE THOUSAND ONE HUNDRED AND FIFTY EUROS (€15,473,150), divided into fifteen million four hundred and seventy-three thousand one hundred and fifty (15,473,150) common registered shares, with a par value of one euro (€1.00) each.

The above capital came from a contribution of the capital of the converted French company named "AB PARTICIPATIONS SOCIETE PAR ACTIONS SIMPLIFIEE UNIPERSONELLE," pursuant to the following:

(a) the decision of the General Meeting of the above company dated regarding its cross-border conversion, in accordance with Directive 2017/1132, as amended and in force by Directive 2019/2121, and the corresponding Greek laws N 4601/2019 and N 5055/2023, into the Greek public limited company under the name "AB PARTICIPATIONS SINGLE MEMBER SOCIETE ANONYME",

(b) the balance sheet of the above French company as of, drawn up by certified public accountants, as well as

(c) the certificate of legality dated, issued by the French Chamber of Commerce, following a preventive legality check.

5.2. The above share capital was paid in full to the French company named "AB PARTICIPATIONS SOCIETE PAR ACTIONS SIMPLIFIEE UNIPERSONELLE" by, its sole shareholder, holding 100% of the company's paid-up share capital.

5.3. The share capital has been covered and paid in full, as required by law.

ARTICLE 6

CAPITAL INCREASE - PARTIAL CAPITAL COVERAGE -

PREFERENCE RIGHTS

6.1. A capital increase requires a decision by the General Meeting, which decides by an increased quorum and majority (ordinary increase), unless the competent bodies proceed with an extraordinary increase as described below and in accordance with the provisions of Articles 24 and 25 of Law 4548/2018. In any case of an increase, the decision of the competent body shall be made public.

6.2. In any case of a capital increase, the decision of the competent body of the company must state at least the amount of the increase, the manner and deadline for its coverage, the number and type of shares to be issued, their nominal value and their offering price.

6.3. The deadline for payment of the share capital increase shall be set by the body that took the relevant decision and may not be less than fourteen (14) days and no longer than four (4) months from the date on which the decision was registered with the General Commercial Registry (GEMI).

6.4. In the event of late payment of the capital increase, the Board of Directors shall give the shareholder who has not paid a deadline of one (1) month, with a warning that if this deadline passes without action, the unpaid shares will be canceled and any payments made will remain with the company as a penalty clause. The above deadline shall be communicated by any appropriate means to the non-paying shareholders.

Upon expiry of the above deadline, the company shall notify non-paying shareholders that it is cancelling their shares and retaining any advance payments or instalments paid, including the share premium. At the same time, the company shall issue new shares,

equal in number to those cancelled, and shall freely dispose of them, after first offering them to the other shareholders. If the shares are pledged or if the disposal proves wholly or partly unsuccessful, the Company is obliged to reduce the capital by the nominal value of the unsold shares at the first general meeting to be convened, even if the relevant item is not included in the agenda. Any contribution not paid on time shall bear interest at the statutory rate until the shares are canceled. Other claims by the company against shareholders in arrears are not excluded.

ARTICLE 7

MINORITY RIGHTS

7.1. At the request of shareholders representing one twentieth (1/20) of the paid-up capital, the Board of Directors is obliged to convene an extraordinary General Meeting of shareholders, setting a date for the meeting, which must not be more than forty-five (45) days from the date of delivery of the request to the Chairman of the Board of Directors. The request must clearly specify the items on the agenda. If the General Meeting is not convened by the Board of Directors within twenty (20) days of the submission of the relevant request, the meeting shall be convened by the requesting shareholders at the company's expense, by decision of the court issued in accordance with the procedure for interim measures. The decision shall not be subject to appeal. This decision shall specify the place and time of the meeting as well as the agenda. The Board of Directors shall convene the General Meeting in accordance with the general provisions or make use of the procedure of Article 135 of Law 4548/2018, unless the requesting shareholders have excluded the latter possibility.

7.2. At the request of shareholders representing one twentieth (1/20) of the paid-up capital, the Board of Directors is obliged to include in the agenda of a General Meeting that has already been convened additional items, provided that the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting. The additional items must be published or disclosed, under the responsibility of the Board of Directors, in accordance with Article 122 of Law 4548/2018, at least seven (7) days before the General Meeting. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Meeting in accordance with paragraph 5 of Article 141 of Law 4548/2018 and to proceed with

the publication themselves, as specified in the second sentence of paragraph 2 of Article 141, at the expense of the Company.

7.3. At the request of a shareholder or shareholders representing one twentieth (1/20) of the paid-up capital, the Chairman of the Meeting is obliged to postpone once only the decision-making of the General Meeting, whether ordinary or extraordinary, on all or certain issues, setting a date for the continuation of the meeting, as specified in the shareholders' request, which, however, may not be more than twenty (20) days from the date of the postponement. The General Meeting following the postponement is a continuation of the previous one and does not require the repetition of the formalities for publishing the invitation to shareholders. New shareholders may not participate in this meeting, subject to the relevant participation formalities.

7.4. Upon request by any shareholder, submitted to the Company at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with the specific information requested regarding the Company's affairs, to the extent that such information is relevant to the items on the agenda. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Furthermore, at the request of shareholders representing one twentieth (1/20) of the paid-up capital, the Board of Directors is obliged to announce to the General Meeting, provided that it is an Ordinary Meeting, the amounts paid to each member of the Board of Directors or the Company's managers over the last two years, as well as any benefits provided to these persons for any reason or under any contract between the Company and them. In all of the above cases, the Board of Directors may refuse to provide the information for a valid reason, which shall be recorded in the minutes. Such a reason may be, depending on the circumstances, the representation of the requesting shareholders on the Board of Directors, in accordance with Articles 79 or 80. In the cases referred to in this paragraph, the Board of Directors may respond uniformly to shareholder requests with the same content.

7.5. Upon request by shareholders representing one tenth (1/10) of the paid-up capital, submitted to the Company at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with information on the progress of the Company's affairs and its financial position. The Board of Directors

may refuse to provide the information for a valid reason, which shall be recorded in the minutes. Such a reason may be, depending on the circumstances, the representation of the requesting shareholders on the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018, provided that the respective members of the Board of Directors have received the relevant information in a sufficient manner.

7.6. In the cases referred to in paragraphs 4 and 5 of this article, any dispute as to the validity or otherwise of the reasons given by the Board of Directors for refusing to provide the information shall be resolved by the court by means of a decision issued in accordance with the procedure for interim measures. By the same decision, the court shall also oblige the Company to provide the information it refused to provide. The decision shall not be subject to appeal.

7.7. If requested by shareholders representing one-twentieth ($1/20$) of the paid-up capital, voting on any item or items on the agenda of the General Meeting shall be by open ballot.

7.8. Shareholders of the Company representing at least one twentieth ($1/20$) of the paid-up capital have the right to request an extraordinary audit of the company by the court, which shall rule in accordance with the voluntary jurisdiction procedure. The audit shall be ordered if there is a likelihood of acts violating the provisions of the law or the Company's Articles of Association or decisions of the General Meeting. In any case, the request for audit must be submitted within three (3) years of the approval of the financial statements for the financial year in which the alleged acts were committed.

7.9. Shareholders of the Company representing one-fifth ($1/5$) of the paid-up share capital are entitled to request the Court referred to in the previous paragraph to audit the company, if it is believed that the management of the company's affairs is not being exercised in accordance with sound and prudent management.

7.10. Upon request by any shareholder, submitted at any time, the Board of Directors must, within twenty (20) days, inform the shareholder of the amount of the Company's capital, the categories of shares issued and the number of shares in each category, in particular preference shares, with the rights conferred by each category, as well as the restricted shares, both in terms of their number and the restrictions provided for. The shareholder shall also be entitled to be informed of the number and type of shares he holds, as recorded in the shareholders' register. If the above information is already

posted on the company's website, it is not required to be provided, but the shareholder must be indicated where on the website they can find it.

7.11. Subject to the provisions on the protection of personal data, any shareholder may request a list of the Company's shareholders, indicating the name, address, and number of shares held by each shareholder. The Company is not obliged to include shareholders who hold up to one percent (1%) of the capital in the list.

7.12. In all cases referred to in this article, the requesting shareholders must prove their shareholder status and, except in the cases referred to in the first sentence of paragraph 6 and paragraph 10, the number of shares they hold when exercising the relevant right. Such proof shall also constitute the deposit of their shares, in accordance with the provisions of paragraph 2 of Article 124.

ARTICLE 8

SHARES

8.1. The Company's shares are common and registered. The Company is not required to issue share certificates. If share certificates are issued, they must bear the details specified by law, in particular a serial number, the company seal, the date of issue, and the signatures of the Chairman of the Board of Directors and a member thereof designated by the Board.

8.2. The Company must keep a register of shareholders in hard copy or electronic form. This register shall list the shareholders, stating their full name or company name and address or registered office, as well as the profession and nationality of each shareholder. In all cases, the number and class of shares held by each shareholder shall be stated. A shareholder is considered to be a person registered in this book.

8.3. Share certificates are cut from a duplicate book, numbered consecutively, bearing the personal details of the shareholder, date of issue, the Company's seal, and the signature of the Chairman of the Board of Directors and a member thereof designated by the Board, and also, if so decided by the Board of Directors, dividend coupons numbered consecutively.

8.4. Share certificates may be issued for more than one share, as determined by the Board of Directors from time to time.

8.5. In order to issue new certificates to replace old ones, for any reason, a decision of the Board of Directors is required. In the event of the issuance of new certificates, the previous ones shall be destroyed in the presence of the Board of Directors, which shall draw up minutes noting the numbers of the replaced certificates and the reason for their replacement.

ARTICLE 9

TRANSFER OF SHARES

9.1. The Company's shares are freely transferable in accordance with Article 41 of Law 4548/2018.

9.2. The transfer of shares is effected by entry in the shareholders' register, which is kept. The entry is dated and signed by the transferring shareholder and the acquiring shareholder or their proxies. The registration does not need to be signed if the company receives a copy of the share transfer agreement with the signatures of the parties. Also, the registration does not need to be signed if the shareholders' register is kept electronically. After each transfer, a new title is issued or the company notes on the existing title, if it has been issued, the transfer that took place and the details of the transferee referred to in paragraph 2 of this article.

ARTICLE 10

RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

10.1. Each share entitles its holder to one vote at the General Meeting. The rights and obligations of each share follow the legal owner thereof. The acquisition of shareholder status by a person automatically and unconditionally implies their full acceptance of the Articles of Association and the decisions of the General Meeting of Shareholders and the Board of Directors, which are taken within the limits of their jurisdiction and the law. Shareholders exercise their rights in relation to the management of the company only through their participation in the General Meeting, except in cases specified by law.

10.2. Shares are indivisible. In the event of joint ownership of a share, the rights of the co-owners are exercised by a common representative. As long as they do not appoint

such a representative, the rights arising from the shares are suspended, and statements relating to the shareholders' status as shareholders may be validly made to any of them. Instead of appointing a common representative, the shareholders may request the court to appoint an administrator in accordance with Article 790 of the Civil Code. The co-owners of a share are jointly and severally liable for the fulfillment of their obligations to the Company arising from the share.

10.3. Shareholders are liable to third parties and the Company up to the nominal value of their shares.

CHAPTER THREE

BOARD OF DIRECTORS

ARTICLE 11

COMPOSITION AND TERM OF OFFICE OF THE BOARD OF DIRECTORS

11.1. The Company is managed by a Board of Directors consisting of three (3) members, who are always natural persons, shareholders or not.

11.2. The members of the Board of Directors are elected by the General Meeting of the Company's shareholders and are always re-electable and freely revocable.

11.3. The members of the Board of Directors shall serve a five-year term, which shall be automatically extended until the first regular General Meeting after the end of the fiscal year, but may not exceed six years.

ARTICLE 12°

POWERS, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

12.1. The Board of Directors is responsible for the administration (management and disposal) of the company's assets and the representation of the Company. It decides on all general matters concerning the Company within the framework of the corporate purpose, with the exception of those which, according to the law or these Articles of Association, fall within the exclusive competence of the General Meeting.

In particular, the Board of Directors:

- a) Convenes the General Meetings of shareholders, determines their agenda and the publication of the notice of meeting, as required by law,
- b) Represents the company in Greece and abroad before public, municipal and other authorities, or organizations of any kind, or natural or legal persons, all Greek courts in general, of any degree and jurisdiction, and before the Supreme Court and the Council of State.
- c) Regulates the internal and external operation of the company and determines all expenses.
- d) Decides on the establishment, expansion, or abolition of branches, agencies, representative offices, or offices wherever it deems appropriate.
- e) Determines the use of available funds in each case.
- f) Brings lawsuits, files complaints, instructs its members or third parties to represent the company as a civil party before the criminal courts in lawsuits filed by it, exercises regular or extraordinary legal remedies, waives them, accepts, takes and counters oaths, challenges documents as forged, cancels trials, concludes judicial and extrajudicial settlements with any debtors or creditors of the company and under any terms, subject to the provisions of Articles 99 and 100 of Law 4548/2018, acts and lifts seizures on movable or immovable property and proceeds with registrations and cancellations of mortgages and pre-notations.
- g) Purchases and sells real estate or movable property on behalf of the company and leases or rents them, subject to Articles 19, 99, and 100 of Law 4548/2018.
- h) Grants collateral of any kind on the company's real estate or movable property (mortgages, mortgage notes, pledges, and others).
- i) Assigns and pledges, under any terms it approves, bills of lading, goods, bills of exchange, promissory notes, debt certificates against third parties, claims against third parties from the sale of goods.
- j) Concludes contracts with banks for the opening of credit lines, the issuance of letters of guarantee or open account credit lines on any terms it approves, provided that the corporate purpose is achieved.

- (k) Issues and endorses checks.
- (m) Issues, accepts, and endorses bills of exchange and promissory notes.
- (m) Receives and collects money, dividend certificates, interest coupons,
- (n) Takes out loans on behalf of the company, except for bond loans, subject to the provisions of Articles 99 and 100 of Law 4548/2018, gives orders and acknowledges obligations, provides settlements and any exemptions,
- (j) Receives bills of lading and concludes all kinds of contracts and agreements with third parties, subject to the provisions of Articles 99 and 100 of Law 4548/2018, natural or legal persons.
- (o) Concludes all types of contracts and agreements with third parties, natural or legal persons, domestic or foreign, for the import of products necessary to achieve the company's purpose.
- (n) Decides on the company's participation in existing or newly established companies and the creation of new branches of the company.
- (n) Hires and dismisses the company's employees and workers and determines their remuneration.
- i) Appoints lawyers and other representatives to represent the company before the Courts and other Authorities and Organizations and to perform any of the above acts and generally administers and manages the company's property and enters into contracts on behalf of the company in relation to the above acts and any other acts.
- k) Closes the company's books at the end of each fiscal year, prepares its annual financial statements, and proposes the dividends to be distributed to shareholders, the remuneration of the members of the Board of Directors, and the amounts to be retained for the formation of reserve funds.
- ka) Provides guarantees and securities (real or otherwise) in favor of any third legal entity with which the Company transacts and/or for purposes similar or analogous to those of the Company, for the proper fulfillment of their obligations, but also
- (k) Keeps the records, books, and data required by law.

The above list of the Board of Directors' rights is merely indicative.

12.2. The Board of Directors may, exclusively and solely, delegate in writing the exercise of all its powers and responsibilities (except those requiring collective action), as well as the representation of the Company, to one or more persons, whether or not they are members of the Board, while also determining the scope of such delegation. These persons may further delegate the exercise of the powers delegated to them, or part thereof, to other members of the Board of Directors, employees of the company, or third parties.

However, the powers of the Board of Directors are subject to Articles 19 and 100 of Law 4548/2018, as applicable.

12.3. Acts of the Board of Directors, even if they are outside the corporate purpose, bind the Company vis-à-vis third parties, unless it is proven that the third party was aware of the exceeding of the corporate purpose or should have been aware of it. Compliance with the publicity formalities regarding the Company's Articles of Association or amendments thereto does not constitute proof in itself.

12.4. Restrictions on the powers of the Board of Directors imposed by the articles of association or by a decision of the General Meeting are not enforceable against bona fide third parties, even if they have been subject to publicity formalities.

ARTICLE 13

COMPOSITION OF THE BOARD OF DIRECTORS -

CONVENING OF THE BOARD OF DIRECTORS - QUORUM AND MAJORITY IN

DECISION-MAKING - MINUTES OF THE BOARD OF DIRECTORS - REMUNERATION -

13.1. Constitution of the Board of Directors: Immediately after its election, the Board of Directors shall meet and constitute itself as a body, electing the Chairman and, if it so wishes, one or more Vice-Chairmen, while also determining the latter's responsibilities. The Chairman of the Board of Directors shall chair the meetings. When the Chairman is absent or unable to attend, the Vice-Chairman shall replace him in all his duties, and when the Vice-Chairman is unable to attend, one of the other members of the Board of Directors shall replace him, following a decision by the Board of

Directors. At its first meeting, the Board of Directors may elect one of its members as Chief Executive Officer of the company and another as Executive Director of the company, while also defining the responsibilities and scope of authority of each of them. The Chief Executive Officer and the Executive Director are in all cases considered to be agents of the company and are always subject to dismissal. The Chief Executive Officer supervises and manages the company's operations, is in charge of the company's staff, makes recommendations to the Board on company matters, and oversees the implementation of the Board of Directors' decisions. The Board of Directors, by virtue of its act of appointment, determines the powers of the Chief Executive Officer, to whom it may delegate all or only some of the powers or responsibilities conferred on the Board of Directors by the Articles of Association.

13.2. Convening of the Board of Directors: The Board of Directors shall meet at the Company's registered office whenever required by law, these Articles of Association, or the needs of the Company. The Board of Directors may also meet at another location in Greece or abroad, provided that such location is expressly stated in the invitation to the meeting. In any case, the Board of Directors may validly meet outside its registered office at another location, either in Greece or abroad, provided that all its members are present or represented at the meeting and none of them objects to the meeting being held and decisions being taken. The Board of Directors may meet by teleconference, with some or all of its members. In this case, the invitation to the members of the Board of Directors shall include the necessary information and technical instructions for their participation in the meeting. In any case, each member of the Board of Directors may request that the meeting be held by teleconference if he or she resides in a country other than that in which the meeting is held or if there is another important reason, in particular illness, disability, or epidemic. The Board of Directors is convened at any time by its Chairman or his deputy or if requested by at least two (2) of its members, in accordance with the provisions of paragraphs 2 and 3 of Article 91 of Law 4548/2018, by means of an invitation sent to its members at least two (2) working days before the meeting and at least five (5) working days if the meeting is to be held outside the Company's registered office. The invitation must clearly state the items on the agenda, otherwise decisions may only be taken if all members of the Board of Directors are present or represented and no one objects to the decisions being taken. At least two (2) members of the Board of Directors may request the convening of the Board of Directors

by submitting a request to the Chairman or Deputy Chairman, who are obliged to convene the Board of Directors in a timely manner so that it can meet within seven (7) days of the submission of the request. In their request, as described above, they must clearly state the issues to be addressed by the Board of Directors, under penalty of inadmissibility. In the event that the Chairman or his deputy refuses to convene the Board of Directors within the above deadline, the members who requested the meeting may convene the Board of Directors within five (5) days from the expiry of the seven (7) day deadline, notifying the other members of the Board of Directors of the relevant invitation, in accordance with the provisions of Article 91(3) of Law 4548/2018, as in force.

13.3. Representation of members – Quorum – Majority: The Board of Directors shall be in quorum and shall validly meet when half ($1/2$) plus one of the Directors are present or represented, but the number of Directors present or represented may never be less than three (3). Any resulting fraction is omitted in order to determine the quorum. Directors who are absent or unable to attend may be represented by another Director on the basis of a power of attorney or fax. Each Director may represent only one absent Director. Representation of a Director by a non-Director is prohibited, unless the representation is assigned to a substitute member of the Board of Directors. The decisions of the Board of Directors are validly taken by an absolute majority of the Directors present and represented, except in cases where the Articles of Association provide for an increased majority. In the event of a tie, the Chairman of the Board of Directors shall have the casting vote.

13.4. Minutes of the Board of Directors: The discussions and decisions of the Board of Directors are recorded in summary form in a special book, signed by all Directors present, which may also be kept in electronic form. At the request of a member of the Board of Directors, the Chairman is obliged to record an accurate summary of his opinion in the minutes. In the event of a member refusing to sign, a relevant note is made in the minutes. The opinions of any dissenting members shall also be recorded in the book, at their request. The Chairman shall be entitled to refuse to record an opinion which refers to matters clearly outside the agenda or whose content is clearly contrary to good morals or the law. This book shall also contain a list of the members of the Board of Directors who were present or represented at the meeting. The preparation and signing of the minutes by all members of the Board of Directors or their representatives

is equivalent to a decision of the Board of Directors, even if no meeting has been held. This provision also applies if all Directors or their representatives agree to record their majority decision in the minutes without a meeting. The relevant minutes shall be signed by all directors. The signatures of the directors or their representatives may be replaced by an exchange of e-mails. Copies or excerpts of the minutes are officially issued by the Chairman or his deputy, or by another person appointed by decision of the Board of Directors, without requiring further certification. Copies of the minutes of the Board of Directors' meetings, which are required to be registered with the General Commercial Registry (GEMI), in accordance with Article 12 of Law 4548/2018, as in force, or other provisions, shall be submitted to the competent GEMI service within twenty (20) days of the Board of Directors meeting. The minutes drawn up in accordance with this provision shall be recorded in the minutes book, in accordance with Article 93 of Law 4548/2018.

13.5. Remuneration of Board of Directors members - Company contracts with Board of Directors members: Members of the Board of Directors may be granted remuneration or other benefits, which shall be borne by the Company only if approved by a special resolution of the General Meeting, subject to the provisions of Articles 110 to 112 of Law 4548/2018. Without prejudice to the provisions governing transactions between credit and financial institutions and persons with whom they have a special relationship, as well as paragraph 3 of Article 51 of Law 4548/2018, it is prohibited and invalid for the Company to enter into any contracts with persons referred to in paragraph 2 of Article 99 of Law 4548/2018, as well as the provision of securities and guarantees to third parties in favor of such persons, without special permission granted by decision of the Board of Directors or, under the terms of Article 100 of Law 4548/2018, of the General Meeting of Shareholders. The provision of the previous paragraph does not apply to the acts and contracts referred to in paragraph 3 of Article 99 of Law 4548/2018.

CHAPTER FOUR

GENERAL MEETING

ARTICLE 14

POWERS OF THE GENERAL MEETING

14.1. The General Meeting of Shareholders is the supreme body of the Company and is entitled to decide on all corporate matters. Its lawful decisions are binding on shareholders who are absent or disagree with the lawful decisions.

14.2. The General Meeting of Shareholders is the supreme body of the Company and is entitled to decide on all corporate matters. Its lawful decisions are binding on shareholders who are absent or disagree with its lawful decisions, obliging even those shareholders who disagree.

14.2. The General Meeting is solely responsible for deciding on:

- a) Amendments to the Articles of Association. Increases, whether regular or extraordinary, and reductions in capital are also considered amendments.
- b) The appointment of the members of the Board of Directors and auditors.
- (c) Approval of the overall management pursuant to Article 108 of Law 4548/2018 and the discharge of the auditors.
- (d) Approval of the annual and any consolidated financial statements.
- (e) Distribution of annual profits.
- (f) Approval of the provision of remuneration or advance remuneration in accordance with Article 109 of Law 4548/2018.
- (g) Merger, division, conversion, revival, extension of the duration or dissolution of the company.
- (h) Appointment of liquidators.
- (i) Any other matter provided for by law or these Articles of Association.

14.3. The exclusive competence of the General Meeting, as defined in the previous paragraph, does not include:

- a) Capital increases or capital adjustments expressly assigned by law or the Articles of Association to the Board of Directors, as well as increases imposed by provisions of other laws.
- b) The amendment or adjustment of provisions of the Articles of Association by the Board of Directors in cases expressly provided for by law.
- c) The appointment of the first Board of Directors in accordance with the Articles of Association.
- d) The election, in accordance with the articles of association, pursuant to Article 82 of Law 4548/2018, of directors to replace those who have resigned, died, or lost their status in any other way.
- e) The merger by absorption of a public limited company by another public limited company that holds one hundred percent (100%) of its shares, the decision of the absorbing public limited company to merge by absorption with another capital company of which it holds ninety percent (90%) or more of its shares or units, as well as the decision of a split public limited company to split when the beneficiary companies hold all of its shares, in accordance with the relevant provisions.
- f) The possibility of distributing interim dividends in accordance with paragraphs 1 and 2 of Article 162 of Law 4548/2018.
- g) The possibility of distributing, pursuant to paragraph 3 of Article 162 of Law 4548/2018, profits or optional reserves within the current fiscal year by decision of the Board of Directors, subject to publication.

ARTICLE 15

CONVENING OF THE GENERAL MEETING

15.1. The General Meeting of shareholders is convened by the Board of Directors and must be held at the Company's registered office or at another location in Greece or abroad, which location is expressly stated in the invitation to the meeting, mandatorily once (1) per fiscal year, no later than the tenth (10th) calendar day of the ninth month after the end of the fiscal year, in order to decide on the approval of the annual financial statements and the election of auditors (ordinary general meeting). The ordinary General Meeting may also decide on any other matter within its competence.

15.2. Without prejudice to paragraph 2 of Article 121 of Law 4548/2018, the General Meeting shall convene on an extraordinary basis whenever the Board of Directors deems it appropriate or necessary.

15.3. The General Meeting convened to amend the Articles of Association or to take decisions requiring an increased quorum and majority (statutory general meeting) may be ordinary or extraordinary.

15.4. In the event that the total equity of the Company falls below half (1/2) of the capital, the Board of Directors is obliged to convene a General Meeting within six (6) months of the end of the financial year to discuss the dissolution of the Company or the adoption of other measures.

15.5. The General Meeting may also be convened at the request of the minority, in accordance with Article 141 of Law 4548/2018. The Company's auditor also has the right to request the convening of a General Meeting by submitting a request to the Board of Directors. This meeting must be convened by the Board of Directors within ten (10) days of the submission of the request, and the agenda shall include the items contained in the request. If the General Meeting is not convened within this period, the provisions of paragraph 1 of Article 141 of Law 4548/2018 shall apply accordingly.

15.6. By decision of the General Meeting, taken by open vote after the approval of the annual financial statements, the overall management that took place during the corresponding fiscal year may be approved. However, the Company's waiver of claims against members of the Board of Directors or other persons, or the Company's settlement with them, may only take place under the conditions of paragraph 7 of Article 102 of Law 4548/2018.

15.7. The General Meeting may be held anywhere, provided that shareholders representing the entire share capital with voting rights are present or represented and no one objects to the meeting being held and decisions being taken.

15.8. The General Meeting is temporarily chaired by the Chairman of the Board of Directors or his deputy. The duties of secretary are temporarily performed by the person appointed by the Chairman. Once the list of shareholders with voting rights has been approved, the Meeting shall proceed to elect its final Chairman and a secretary, who shall also act as vote counter.

ARTICLE 16

INVITATION - AGENDA OF THE GENERAL MEETING

16.1 With the exception of repeat meetings, the invitation to the General Meeting must be published at least twenty (20) full days before the date of the meeting.

16.2 The invitation to the General Meeting is published by registering it in the Company's file at the General Commercial Registry (G.E.M.I.). At least ten (10) full days prior to the meeting, the Company is required to send the invitation by e-mail to all its shareholders, to the e-mail address they have provided. Confirmation of the sending and receipt of the invitation by e-mail must be proven by appropriate technical means.

16.3 The invitation to the General Meeting shall include at least the venue, date, and time of the meeting, the items on the agenda clearly stated, the shareholders who are entitled to participate, as well as precise instructions on how shareholders can participate in the meeting and exercise their rights in person or by proxy or, where applicable, remotely.

16.4 A call for a General Meeting is not required if shareholders representing the entire share capital are present or represented at the General Meeting and none of them objects to its holding and to the adoption of resolutions (universal general meeting).

ARTICLE 17

DEPOSIT OF SHARES – REPRESENTATION

17.1. Any shareholder who has and proves this status on the day of the General Meeting is entitled to participate in the General Meeting. Shareholders who are legal entities participate in the General Meeting through their representatives. Shareholders with non-voting shares are entitled to participate in the General Meeting, but are not counted for the purposes of determining a quorum.

17.2. Shareholders who are entitled to participate in the General Meeting may be represented therein by a person whom they have legally authorized. The appointment and revocation or replacement of the shareholder's representative or proxy shall be made in writing or by electronic means. Notification to the company of the appointment

and revocation or replacement of the shareholder's representative or proxy by electronic means shall be made by email, at the latest before the General Meeting.

17.3. Shareholders who do not comply with the provisions of this article may participate in the General Meeting, unless the General Meeting refuses such participation for a valid reason that justifies its refusal.

17.4. Following a decision by the Board of Directors, it is possible to hold a General Meeting via teleconference, in accordance with the relevant provisions of Article 125 of Law 4548/2018.

17.5. Shareholders may participate remotely in the voting at the General Meeting of Shareholders, by mail or by electronic means, held prior to the meeting, provided that the agenda items of the General Meeting and the relevant ballots have been sent to them in advance. The agenda items and ballot papers may also be made available and completed electronically via the internet or in printed form at the Company's registered office. Shareholders voting in this manner shall be counted for the purposes of determining quorum and majority, provided that the relevant votes have been received by the Company twenty-four (24) hours before the start of the meeting.

ARTICLE 18

QUORUM OF THE GENERAL MEETING

18.1. Ordinary Quorum of the General Meeting: The General Meeting shall be in quorum and shall validly deliberate on the items on the agenda when shareholders representing at least one fifth (1/5) of the paid-up capital are present or represented at the meeting.

18.2. If such a quorum is not achieved at the first meeting, the General Meeting shall reconvene within twenty (20) days of the date of the canceled meeting, following a notice of at least ten (10) days. At this repeat meeting, the General Meeting shall be quorate and shall validly deliberate on the items on the original agenda, regardless of the proportion of the paid-up capital represented at the meeting. No further invitation is required if the initial invitation specifies the place and time of the repeat meeting, provided that at least five (5) days elapse between the canceled meeting and the repeat meeting.

18.3. By way of exception, in the case of decisions concerning a change in the nationality of the Company, a change in the object of its business, an increase in the obligations of shareholders, a regular increase in capital, unless required by law or carried out through the capitalization of reserves, a reduction in capital, unless carried out in accordance with paragraph 5 of Article 21 or paragraph 6 of Article 49 of Law 4548/2018, the change in the manner of distribution of profits, the merger, division, conversion, revival, extension of the duration or dissolution of the company, the granting or renewal of authority to the board of directors to increase the capital, in accordance with paragraph 1 of Article 24 of Law 4548/2018, as well as in any other case specified in these Articles of Association or in the law that the General Meeting decides with an increased quorum and majority, the meeting is quorate and validly convened on the items of the initial agenda when shareholders representing half (1/2) of the paid-up capital are present or represented at it.

18.4. In the case of the previous paragraph, if the quorum of the last sentence is not achieved, the General Meeting is convened and meets again, in accordance with paragraph 2 of this article, and shall be quorate and validly convened on the items of the initial agenda when shareholders representing at least one third (1/3) of the paid-up capital are present or represented at it. When a decision on a capital increase is to be taken, the general meeting at the repeat meeting shall be quorate when shareholders representing at least one fifth (1/5) of the paid-up capital are present or represented. No further notice is required if the place and time of the repeat meeting were already specified in the initial notice, provided that at least five (5) days elapse between the canceled meeting and the repeat meeting.

ARTICLE 19

MAJORITY OF THE GENERAL MEETING

19.1. The decisions of the General Meeting are taken by an absolute majority of the votes represented therein.

19.2. By way of exception, the decisions provided for in paragraphs 3 and 4 of the previous article shall be taken by a two-thirds (2/3) majority of the votes represented at the Meeting.

ARTICLE 20

MINUTES OF THE DECISIONS OF THE GENERAL ASSEMBLY –

DECISIONS OF THE GENERAL ASSEMBLY WITHOUT A MEETING

20.1. The discussions and decisions of the General Meetings shall be recorded in summary form in a special book of minutes. A list of those present or represented at the General Meeting shall also be recorded in the same book. The minutes of each General Meeting shall be signed by the Chairman and the Secretary thereof. At the request of a shareholder, the Chairman of the Meeting shall be obliged to record a summary of the shareholder's opinion in the minutes. The Chairman of the General Meeting shall be entitled to refuse to record an opinion if it refers to matters clearly outside the agenda or if its content is clearly contrary to good morals or the law.

20.2. The drafting and signing of minutes by all shareholders or their representatives is equivalent to a decision of the General Meeting, even if no meeting has been held beforehand. If all shareholders or their representatives agree, it is possible to draw up and sign minutes of a written decision of the General Meeting, without a Meeting, not only for unanimous but also for majority decisions. The relevant minutes are signed by all shareholders, with reference to any minority shareholders. In this case, the signatures of the shareholders or their representatives may be replaced by an exchange of messages by electronic mail (e-mail). The relevant minutes are recorded in the minutes book, in accordance with Article 134 of Law 4548/2018.

20.3. The decisions of the General Meeting, except for those concerning matters of the ordinary general meeting, pursuant to Article 119 of Law 4548/2018, may be taken by the shareholders without a meeting, in accordance with the procedure and conditions of Article 135 of Law 4548/2018. Decisions of shareholders without a meeting are taken following a proposal by the board of directors to the shareholders to take a specific decision without a meeting and acceptance of the proposal by the majority of shareholders, as provided for in each case by law and these articles of association. The provisions on quorum do not apply and the majority is calculated on the total number of shares with voting rights. Persons who are shareholders at the time the proposal is sent by the board of directors are entitled to participate in the decision without a meeting, with all the voting rights they have at that time.

20.4. The proposal of the Board of Directors referred to in the previous paragraph shall be communicated to all shareholders at the email address they have provided to the Company. The proposal must be sent on the same day to all shareholders. The proposal shall include the full draft of the resolution, the necessary explanations by the Board of Directors, the manner in which shareholders are entitled to notify the Company whether or not they accept the proposal, and the relevant deadline for shareholders to respond, which may not be less than seven (7) days or more than thirty (30) days from the date of dispatch of the proposal. The deadline applies to all shareholders. The proposal shall be accompanied by any other document or information required to be submitted to shareholders by law. In all other respects, the provisions of Article 135 of Law 4548/2018 shall apply.

20.5. Copies and extracts of the minutes shall be certified by the Chairman of the Board of Directors or his Deputy or by another person appointed by decision of the Board of Directors.

20.6. Copies of the minutes of the General Meeting shall be submitted to the competent GEMI service within twenty (20) days of the General Meeting.

CHAPTER FIVE

FISCAL YEAR - ANNUAL FINANCIAL STATEMENTS

ARTICLE 21

FISCAL YEAR

21.1. The fiscal year is twelve months long and begins on January 1 and ends on December 31 of each calendar year.

21.2. Exceptionally, the first fiscal year shall commence upon the registration of this document in the General Commercial Registry and shall end on December 31, two thousand twenty-six (2026).

ARTICLE 22

ANNUAL FINANCIAL STATEMENTS

22.1. At the end of each fiscal year, the Board of Directors shall prepare the annual financial statements and the management report in accordance with the law and in

accordance with Article 147 of Law 4548/2018, as applicable. The annual financial statements (balance sheet, etc.), which are prepared, audited, and approved in accordance with the provisions of Law 4308/2014 and in accordance with any other specific provision of law regulating these matters, are submitted for approval to the Ordinary General Meeting and are accompanied by: a) An annual management report by the Board of Directors - when required in accordance with Articles 149 and 150 of Law 4548/2018 - which shall include all the information specified in Article 150 of Law 4548/2018, as applicable, and b) the opinion of the certified auditor or auditing firm, where required, other than the accountant's report, with the qualifications and certification required by law.

22. 2. In order for the General Meeting to take a valid decision on the annual financial statements prepared by the Board of Directors, they must be signed by three different persons, namely a) the Chairman of the Board of Directors or his deputy,

b) the Managing or Executive Director and, if there is no such director or if his position coincides with that of the above persons, by a member of the Board of Directors appointed by the latter, and c) the legally responsible accountant certified by the Economic Chamber of Greece, holder of a Class A license for the preparation of financial statements.

In the event of disagreement regarding the legality of the manner in which the financial statements are prepared, the above persons must submit their objections in writing to the General Meeting.

22.3.a. The annual Management Report and, where applicable, in accordance with Article 152 of Law 4548/2018, the corporate governance statement shall be approved by the Board of Directors by the persons referred to in cases a and b of paragraph 2 of this article.

b. The annual Management Report includes a true and fair view of the development and performance of the company's activities and its position, as well as a description of the main risks and uncertainties it faces.

c. The presentation provides a balanced and comprehensive analysis of the company's development and performance and its position, appropriate to the scale and complexity of the company. To the extent necessary to understand the company's development,

performance, or position, the analysis includes both financial and, where appropriate, non-financial key performance indicators relevant to the specific sector of activity, including information on environmental and labor issues. As part of the analysis, the management report includes, where appropriate, references and additional explanations for the amounts reported in the annual financial statements.

d. In addition, the Management Report shall include:

aa) the company's projected development,

bb) activities in the field of research and development,

cc) information relating to the acquisition of own shares as provided for in paragraph 2 of Article 50 of Law 4548/2018

dd) the existence of branches of the company, and

ee. in relation to the use of financial instruments by the company and where it is material to the assessment of the assets and liabilities, financial position and profit and loss account:

a) the company's objectives and policies regarding financial risk management, including the policy for hedging each significant type of forecast transaction for which hedge accounting is applied, and

b) the company's exposure to price risk, credit risk, liquidity risk, and cash flow risk.

22.4. The annual financial statements, as approved by the annual general meeting, the management report, and the opinion of the certified public accountant or auditing firm, where required, shall be published in the General Commercial Registry (GEMI) within twenty (20) days of their approval by the ordinary general meeting. Where, pursuant to case 1 of subparagraph A1 of paragraph A of Article 2 of Law 4336/2015 (A 94), the opinion of a certified public accountant or auditing firm is required, the annual financial statements and the management report shall be published in the form and content on the basis of which the certified public accountant or auditing firm has drawn up the audit certificate. They shall also be accompanied by the full text of the audit report.

ARTICLE 23

DISTRIBUTION OF PROFITS

23.1. The Company's net profits are those resulting after deducting from the gross profits realized, all expenses, all losses, statutory depreciation, and all other corporate charges.

23.2. Subject to the provisions of Articles 158 and 159 of Law 4548/2018, as in force, the Company's net profits shall be distributed by decision of the General Meeting in the following order:

- a) The amounts of the credit items in the income statement that do not constitute realized profits are deducted.
- b) The retention percentage for the formation of a regular reserve, as defined by law, i.e. one twentieth ($1/20$) of net profits, is deducted. According to the law, this deduction ceases to be mandatory when it reaches an amount equal to one third ($1/3$) of the share capital.
- c) The amount required for the payment of the minimum dividend is retained, in accordance with Article 161 of Law 4548/2018.
- d) The balance of net profits, as well as any other profits that may arise and be distributed, in accordance with Article 159, is freely distributed by decision of the General Meeting.

23.3. The amount to be distributed shall be paid to the shareholders within two (2) months of the decision of the Ordinary General Meeting that approved the annual financial statements and decided on the distribution.

23.4. By decision of the Board of Directors, taken within the financial year, interim dividends may be distributed under the following conditions:

- a) financial statements are prepared showing that the necessary amounts are available for this purpose.
- b) the above financial statements are submitted for publication two (2) months prior to the distribution.

23.5. The amount to be distributed may not exceed the amount of profits calculated in accordance with paragraph 2 of Article 159 of Law 4548/2018.

23.6. Distribution of profits and optional reserves within the current fiscal year is also possible by decision of the General Meeting or the Board of Directors, subject to disclosure.

23.7. The minimum dividend is calculated on net profits, after deducting the reserve for the formation of a regular reserve and other credit items in the income statement that do not derive from realized profits.

23.8. The minimum dividend is set at thirty-five percent (35%) of net profits after the deductions referred to in paragraph 1 and is paid in cash. By decision of the general meeting taken with an increased quorum and majority, the above percentage may be reduced, but not below ten percent (10%). Non-distribution of the minimum dividend is permitted only by a decision of the general meeting, taken with the increased quorum of paragraphs 3 and 4 of Article 130 and a majority of eighty percent (80%) of the capital represented at the meeting.

CHAPTER SIX

DISSOLUTION AND LIQUIDATION

ARTICLE 24

REASONS FOR DISSOLUTION OF THE COMPANY

The Company shall be dissolved:

- (a) upon expiry of its term,
- (b) by a decision of the General Meeting, taken by an increased majority and quorum.
- (c) when the company is declared bankrupt.
- (d) if a bankruptcy petition is rejected due to insufficient company assets to cover the costs of the proceedings.
- (d) The company is also dissolved by court decision, in accordance with Articles 165 and 166 of Law 4548/2018, as applicable.

ARTICLE 25

LIQUIDATION

25.1. Except in the case of bankruptcy, the dissolution of the Company shall be followed by its liquidation. In cases (a) and (d) of Article 24 hereof, the Board of Directors shall perform the duties of liquidator until liquidators are appointed by the General Meeting. In the case of (b) of Article 24 hereof, the General Meeting shall appoint the liquidators by the same decision, otherwise the previous paragraph shall apply. The liquidators appointed by the General Meeting may be one (1) to three (3), shareholders or not, and exercise all the powers of the Board of Directors related to the liquidation process and purpose, as these may be limited by the General Meeting, whose decisions they are obliged to comply with. The appointment of liquidators automatically entails the termination of the powers of the members of the Board of Directors. In the cases referred to in Articles 165 and 166, the liquidator shall be appointed by the court in the decision declaring the dissolution of the company, otherwise the second sentence of this paragraph shall apply again.

25.2. The General Meeting of Shareholders retains all its rights during the liquidation.

25.3. The liquidation balance sheets shall be approved by the General Meeting.

25.4. The provisions for the Board of Directors shall apply mutatis mutandis to the liquidators. The discussions and decisions of the liquidators shall be recorded in summary form in the minutes book of the Board of Directors.

ARTICLE 26

RESOLUTION OF CORPORATE DISPUTES - ARBITRATION

26.1. The Single-Member Court of First Instance of the Company's registered office shall have general jurisdiction over corporate disputes arising from the application of the law, unless otherwise provided by law.

26.2. Possibility of "Arbitration": Arbitration may cover all or part of corporate disputes, depending on the wording of the arbitration clause. Even cases that are decided through voluntary jurisdiction may be subject to arbitration if (as provided for in Article 867 of the Code of Civil Procedure) the parties "have the power to freely

dispose of the subject matter of the dispute" (in the case of "non-genuine" cases of voluntary jurisdiction).

Article 27

For matters not regulated by these Articles of Association, the provisions of Law 4548/2018, as currently in force, shall apply.

CHAPTER SEVEN

GENERAL TRANSITIONAL PROVISIONS

Article 28

COMPOSITION OF THE FIRST BOARD OF DIRECTORS

28.1. The first Board of Directors that will manage the company, which is hereby constituted, shall consist of:

(A) of and, born on in, resident of, holder ofissued by, President

(B)..... of and, born on in, resident of....., holder ofissued by, Vice-President and

(C) of and, born on in, resident of....., holder ofissued by, Member

28.2. In all its transactions, the company shall be bound and represented by its President, Mr., with his signature under the company name.

28.3. The term of office of the first Board of Directors referred to herein shall be defined until the first Ordinary General Meeting of the company's shareholders, which shall be convened by the tenth (^{10th}) day of the ninth month from the end of the first fiscal year.