



FRIGOGLASS S.A.I.C.

ANNUAL GENERAL MEETING

29th June 2020

**Draft resolutions on the items of the agenda
in accordance with article 123 para. 4 of Law 4548/2018**

ITEM #1: Submission and approval of the Annual Financial Statements (Company's and Consolidated) for the fiscal year 2019 (1.1.2019 - 31.12.2019), including the Management's Report and the Audit Certificate of the Company's Statutory Auditor.

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

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

On the above item, the Board of Directors will recommend to the Annual General Meeting the approval of the Annual Financial Statements (Company's and Consolidated) for the fiscal year 2019 (1.1.2019-31.12.2019), including the respective Board of Directors' Report and the Audit Certificate of the Company's Statutory Auditor, which have been approved by the Board of Directors pursuant to its resolution under No. 590/18.3.2020.

The Annual Financial Statements (Company's and Consolidated) for the fiscal year 2019 (1.1.2019-31.12.2019), including the respective Board of Directors' Report and the Audit Certificate of the Company's Statutory Auditor have been duly published in accordance with Law 4548/2018 and have been uploaded on the corporate site.

ITEM #2: Approval of the overall management of the Company by the Board of Directors in accordance with article 108 of Law 4548/2018 and discharge of the Statutory Auditor of the Company from any liability for compensation for the fiscal year 2019 (1.1.2019 – 31.12.2019).

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

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

Following the approval of the Annual Financial Statements for the fiscal year 2019 (1.1.2019-31.12.2019), the Annual General Meeting shall be called to approve the overall management of the Company by the Board of Directors in accordance with article 108 of Law 4548/2018 for the fiscal year 2019, and further discharge the Statutory Auditor from any liability for compensation for the same fiscal year.



ITEM #3: Submission and vote on the Remuneration Report for the fiscal year 2019 (1.1.2019 – 31.12.2019) in accordance with article 112 of Law 4548/2018.

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

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

The Board of Directors will submit for discussion and vote to the Annual General Meeting the Company's Remuneration Report, which includes a comprehensive overview of the total remuneration received by the members of the Board of Directors within the fiscal year 2019, in accordance with article 112 of Law 4548/2018. The Remuneration Report for the fiscal year 2019 is uploaded as a separate document on the corporate site.

It is clarified that the vote of the Shareholders on the Remuneration Report is of an advisory nature, according to article 112 par. 3 of Law 4548/2018.

ITEM #4: Approval of the remuneration of the members of the Board of Directors for their participation in the meetings of the Board of Directors and the Chairman of the Audit Committee for his services to the Company for the fiscal year 2019 (1.1.2019 - 31.12.2019)

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

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

With respect to the remuneration payable to the Chief Executive Officer, the members of the Board of Directors for their participation in the Board's meetings and to the Chairman of the Audit Committee during the fiscal year 2019 (1.1.2019-31.12.2010), including costs and expenses, the Annual General Meeting of the year 2019 had pre-approved the total amount of Euro one million three hundred seventy thousand (€ 1,370,000). The aforementioned amount excludes the variable remuneration of the long-term incentive plan (LTIP) which will be realized at the end of the four year period (2018-21), according to the Company's remuneration policy. An amount of Euro one million seven hundred thirty thousand (€1,730,000) was eventually paid in the fiscal year 2019 or granted to be paid in 2020 to the above mentioned persons.

It is proposed that the Annual General Meeting approves the above mentioned payments.



ITEM #5: Pre-approval of the remuneration of the Board of Directors and the Chairman of the Audit Committee for the fiscal year 2020 (1.1.2020 - 31.12.2020).

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

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

It is proposed that the Annual General Meeting pre-approves an amount up to Euro one million two hundred fifty thousand (€1,250,000) as remuneration payable to the Chief Executive Officer, the members of the Board of Directors and the Chairman of the Audit Committee, for their participation in the Board's meetings and Committees, as well as for their services to the Company for the fiscal year 2020. The aforementioned amount excludes the variable remuneration of the long-term incentive plan (LTIP) which will be realized at the end of the four year period (2018-21), according to the Company's remuneration policy.

ITEM #6: Election and determination of remuneration of the Statutory Auditor for the fiscal year 2020 (1.1.2020 - 31.12.2020).

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

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

The Board of Directors, following the recommendation of the Company's Audit Committee, will propose to elect the auditing firm "PricewaterhouseCoopers" as the Statutory Auditors of the Company for the fiscal year 2020 (1.1.2020-31.12.2020) and to authorize the Company's Board of Directors to negotiate and determine their fees.

NOTE: TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The total number of common registered shares of the company under the trade name "FRIGOGLASS SOCIETE ANONYME OF INDUSTRIAL COOLERS", existing on 4th June 2020, day of the publication of the invitation amounts to three hundred fifty five million, four hundred thirty seven thousand, seven hundred fifty one (355,437,751). Each share gives a right to one vote.