



FRIGOGLASS S.A.I.C.

ANNUAL GENERAL MEETING

8th September 2022

**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 2021 (1.1.2021 - 31.12.2021), 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

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 2021 (1.1.2021-31.12.2021), 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. 622/11.4.2022.

The Annual Financial Statements (Company's and Consolidated) for the fiscal year 2021 (1.1.2021-31.12.2021), 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: Submission of the Annual Activity Report of the Audit Committee for the fiscal year 2021 (1.1.2021- 31.12.2021) to the shareholders of the Company.

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 Audit Committee will submit to the Annual General Meeting, in accordance with the provisions of article 74 par. 4 case (i) of Law 4706/2020, the Annual Report of Activities of the Audit Committee, the text of which had been uploaded on the Company's website, in order to fully, sufficiently and thoroughly inform the shareholders regarding the work of the Audit Committee during the fiscal year 2021 (01.01.2021-31.12.2021).



ITEM #3: 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 2021 (1.1.2021 – 31.12.2021).

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 2021 (1.1.2021-31.12.2021), the Annual General Meeting will 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 2021, and further discharge the Statutory Auditor from any liability for compensation for the same fiscal year.

ITEM #4: Submission and vote on the Remuneration Report for the fiscal year 2021 (1.1.2021 – 31.12.2021) 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 2021, in accordance with article 112 of Law 4548/2018. The Remuneration Report for the fiscal year 2021 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 #5: Approval of the remuneration of the members of the Board of Directors for their participation in the meetings of the Board of Directors and other senior executives for their services to the Company for the fiscal year 2021 (1.1.2021 - 31.12.2021).

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 2021 (1.1.2021-31.12.2021),



including costs and expenses, the Annual General Meeting of the year 2021 had pre-approved the total amount of Euro one million five hundred and fifty thousand (€1.550.000). The aforementioned amount excluded the variable remuneration of the long-term incentive plan (LTIP) which has been agreed to be realized after the end of the four year period (2018-21), according to the Company's remuneration policy. An amount of Euro one million four hundred and ninety thousand (€ 1.490.000) was eventually paid in the fiscal year 2021 or granted to be paid in 2022 to the above mentioned persons.

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

ITEM #6: Pre-approval of the remuneration of the Board of Directors and other senior executives for the fiscal year 2022 (1.1.2022 - 31.12.2022).

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 for the fiscal year 2022 an amount up to Euro two million seven hundred and fifty thousand (€2.750.000) 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 and their services to the Company respectively. The aforementioned amount includes the payment of the variable remuneration of the long-term incentive plan (LTIP) for the four-year period (2018-21), according to the remuneration policy.

ITEM #7: Election and determination of remuneration of the Statutory Auditor for the fiscal year 2022 (1.1.2022 - 31.12.2022).

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 2022 (1.1.2022-31.12.2022) and to authorize the Company's Board of Directors to negotiate and determine their fees.



ITEM #8: Approval of the new Remuneration Policy in accordance with articles 110 and 111 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 propose to the Annual General Meeting the approval of the new Remuneration Policy for a period of four (4) years, which contains amendments regarding the long-term incentives of the executive member of the Board of Directors.

In order the shareholders to be timely and properly informed regarding the content of the proposed new Remuneration Policy, the full text of the new Remuneration Policy has been uploaded on the Company's website (www.frigoglass.com).

ITEM #9: Submission of the Report of the independent non-executive members of the Board of Directors to the Annual General Meeting.

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 independent non-executive members of the Board of Directors will jointly submit to the Annual General Meeting and for the information of the Company's shareholders, their Report which has been prepared in accordance with the provisions of article 9 par. 5 of Law 4706/2020.

The Report of the Independent Non-Executive Directors has been been uploaded on the corporate site (www.frigoglass.com).

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 August 2022, day of the publication of the invitation amounts to three hundred and fifty six million, three hundred and fourteen thousand, four hundred and sixteen (356,314,416). Each share gives a right to one vote.