

«THRACE PLASTICS HOLDING SA»
General Electronic Commercial Registry (GEMI) No. 12512346000

ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS
of 29th May 2024

Draft Resolutions / Proposals of the Board of Directors (BoD) on items of the daily agenda of the Annual Ordinary General Meeting of Shareholders

Item 1:

Submission and approval of the Annual Financial Statements (Separate and Consolidated) of the Company for the closing fiscal year 2023 (01.01.2023-31.12.2023), along with the Annual Report of the Board of Directors and the Audit Report on the statements by the Certified Auditor Accountant.

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

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors shall propose the approval by the annual Ordinary General Meeting of the shareholders of the entire Annual Financial Statements (Separate and Consolidated) for the closing fiscal year 2023 (01.01.2023-31.12.2023), namely of the Statement of Income and Other Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Cash Flow Statement, as well as the Notes on the Financial Statements, as those statements were approved by the Company's Board of Directors on 22.04.2024, as well as of the Annual Report of the Board of Directors as at 22.04.2024 and of the Audit Report of the Company's Certified Auditor – Accountant, Mr. Sokratis Leptos - Bourzis (SOEL Reg. No. 41541), as at 23.04.2024, member of the Auditing Company with the name " PRICEWATERHOUSECOOPERS S.A.".

All of the above documents (Financial Statements, Reports, etc.) are included in the Annual Report of the closing fiscal year 2023 (01.01.2023-31.12.2023), which was drafted in accordance with the requirements of the European Single Electronic Format (ESEF), in order to facilitate the accessibility, analysis and comparability of financial information at European Union level, as well as the provisions of applicable regulatory framework in general, published in the legally registered address of the Company's website (www.thracegroup.gr) in the General Electronic Commercial Registry (GEMI), and submitted electronically to the Hellenic Capital Market Commission and the Athens Exchange, Greece.

Item 2: NO VOTING

Submission and presentation of the annual Audit Committee's Report on its activities for the fiscal year 2023 (01.01.2023-31.12.2023).

Required Quorum: -

Required Majority: -

THRACE PLASTICS Co. S.A.

In accordance with the provisions of article 44, par. 1, sect. h' of Law 4449/2017, as in force after its amendment by article 74, par. 4 of Law 4706/2020, the Annual Report of the Audit Committee for the closing fiscal year 2023 (01.01.2023-31.12.2023) will be submitted to the Shareholders' Meeting and will be read accordingly. The text of this Report has been already posted in the legally registered address of the Company's website (www.thracegroup.gr) in the General Electronic Commercial Registry (GEMI), for the purpose of providing a complete, adequate and detailed information to the shareholders regarding the activities of the Audit Committee during the financial year ended December 31, 2023.

Item 3:

Approval of allocation (distribution) of the earnings for the fiscal year 2023 (01.01.2023-31.12.2023), decision with regard to the distribution (payment) of dividend and granting of the relevant authorizations to the Board of Directors.

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

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors will submit for approval to the annual Ordinary General Meeting of Shareholders the allocation (distribution) of the earnings for the fiscal year ended on 31.12.2023 and specifically it will propose to distribute a total dividend of 10,250,000.00 Euros (gross amount) to the shareholders of the Company, from the earnings of the closing financial year 2023 (01.01.2023-31.12.2023) and from gains of previous fiscal years.

Given that the Company, pursuant to the relevant decision of its Board of Directors dated 25.09.2023, has already made the allocation (distribution) to the shareholders of an interim dividend for the fiscal year 2023 of a total amount of 3,000,000.00 Euros (gross amount), i.e. 0.0685848289 Euros per share (gross amount), the Board of Directors will consequently propose to the Annual Ordinary General Meeting of shareholders the distribution of the remaining amount of the dividend, and in particular of the amount of 7,500,000.00 Euros (gross amount), i.e. 0.1657466698 Euros per share (gross amount), which also includes the amount corresponding to the treasury shares held by the Company that are excluded from the distribution, according to the provisions of article 50 of Law 4548/2018 as in force.

The Board of Directors will also propose that the annual Ordinary General Meeting of the shareholders specifies the following:

- (a) Monday, 3rd June 2024** is the ex-dividend (cut-off) date concerning the dividend of the fiscal year 2023,
- (b) Tuesday, 4th June 2024** is the record date concerning the shareholders entitled to the dividend of the fiscal year 2023, and
- (c) Friday, 7th June 2024** is the payment date with regard to the dividend of year 2023, via a banking institution.

Finally, it will be proposed that the Company's Board of Directors is granted with all necessary authorizations for the appropriate and timely execution and implementation of the above decision with regard to the distribution (payment) of dividend.

Item 4:

Approval of the distribution of part of gains of fiscal year 2023 (01.01.2023- 31.12.2023) to Board of Directors members, Senior Management and Administrative Officers of the Company and granting of the relevant authorizations.

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

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors will propose to the Annual Ordinary General Meeting of shareholders, following a relevant proposal of the Remuneration and Nominations Committee and in accordance with the more specifically contained in the current and approved Remuneration Policy adopted and applied by the Company and in in combination with article 15 of the Company's current Articles of Association, as in force following its amendment by the decision of the Annual Ordinary General Meeting of the Company's shareholders from 08.06.2023, the approval of the payment to the executive members of the Board of Directors, the Senior Management and Administrative Officers of the Company, remuneration which consists of participation in the gains of the closing year (01.01.2023-31.12.2023), according to article 109 par. 2 of law 4548/2018.

This remuneration is proposed as a reward for their short-term performance based on the set goals of the Company, following relevant evaluation, and in accordance with the more specific provisions contained in the Remuneration Policy with is in force.

With reference to the achievement of short-term performance goals, it should be noted that this is judged based on the criteria set by the Remuneration and Nomination Committee, their importance for the short-term incentive program and always in accordance with the Company's operational strategy, taking into account the internal financial planning and market forecasting.

In particular, the distribution of part of the gains of the year 2023 to the executive members of the Board of Directors, the Senior Management and Administrative Officers of the Company, in accordance with the following terms and conditions:

- Duration of the period for the evaluation of the objectives: fiscal year 2023
- Beneficiaries: Executive members of the Board of Directors, Senior Managers and Administrative Officers of the Company
- Predefined performance targets, based on the current Remuneration Policy and the principles set by the Remuneration and Nomination Committee

Finally, the amount of the above remuneration (per executive member, per Senior Manager and per Administrative Officer) will be determined and specified and the necessary authorizations will be granted, in accordance with the above regulatory framework, as well as with the provisions of the above Remuneration Policy, with the decision of the Annual Regular General Assembly.

Item 5:

Approval of the overall management conducted by the Board of Directors for the closing fiscal year 2023 (01.01.2023 - 31.12.2023) and discharge of the Certified Auditors of the Company from any compensation or

liability deriving from the facts and their management, as well as from the respective annual Financial Statements.

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

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors shall proposal that the Ordinary General Meeting of shareholders approves the entire administration taking place during the year ended 31.12.2023 and also decide on the exemption of the Auditors from any liability for compensation in relation to the facts and their management as well as to the annual Financial Statements (stand alone and consolidated) of the fiscal year 2023 (01.01.2023-31.12.2023).

Item 6:

Election of an Auditing Firm from the Public Registry for the audit of the annual and half-year financial statements (Separate and Consolidated) of the year fiscal year 2024 (01/01/2024-31/12/2024) and determination of their remuneration.

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

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors upon a relevant proposal made by the Audit Committee, a proposal that was accepted by all independent non-executive members, will propose at the Annual Ordinary General Meeting the election of the auditing firm under the name " ERNST & YOUNG CERTIFIED AUDITORS S.A." (registered in the Public Records of the article 14 of Law 4449/2017) for the regular audit of the annual and half year Financial Statements of the Company (stand alone and consolidated) for the current fiscal year 2024 (01/01/2024 - 31/12/2024).

It is noted that the above auditing firm shall assume responsibility of the issuing process of the annual tax certificate and the tax compliance report of the Company for the financial year 2023 (01.01.2023-31.12.2023), in accordance with provisions of article 65A of L. 4174/2013.

Finally, it is proposed that the Board of Directors will be authorized to proceed to a final agreement with the above auditing firm with regard to the amount of its remuneration as well as to send the written notification-mandate to the elected auditing firm within five (5) days from the date of its election.

Item 7:

Approval of the remuneration, salaries and compensations paid to the members of the Board of Directors for the services provided by them during the fiscal year 2023 (01/01/2023 - 31/12/2023).

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

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors shall propose, in accordance with the effective remuneration policy, the approval by the Annual Ordinary General Shareholders' Meeting of the remuneration, salaries and compensations paid

to the members of the Board of Directors for their services rendered towards the Company for the closing fiscal year 2023 (01.01.2023-31.12.2023).

Item 7:

Submission for discussion and voting by the Annual Ordinary General Meeting of the Remuneration Report for the closing fiscal year 2023 (01.01.2023-31.12.2023), in accordance with the provisions of article 112 of Law 4548/2018, as in force.

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

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors will propose to the annual Ordinary General Meeting of shareholders the discussion and voting of the Remuneration Report, which was drafted in accordance with the provisions of article 112 of Law 4548/2018, and reflects the total remuneration of the members of the Board of Directors and explains the way by which the current Remuneration Policy of the Company for the closing fiscal year 2023 (01.01.2023-31.12.2023) was implemented, in order to fully, adequately and analytically inform the shareholders of the Company.

It is noted, for the purposes of completeness, that the shareholders' vote on this item of the agenda has a purely advisory nature according to the provisions of law.

Item 9:

Determination and pre-approval of the remuneration, salaries and compensations of the members of the Board of Directors for the current fiscal year 2024 (01.01.2024-31.12.2024), as well as the granting of permission for advance payment of the remuneration to the above members for the period until the next Ordinary General Meeting, according to the article 109 of Law 4548/2018, as in force.

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

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors will propose to the annual Ordinary General Meeting of shareholders the determination of remuneration, salaries and compensations in general of the members of the Board of Directors that are to be paid for the current fiscal year 2024 (01.01.2024-31.12.2024), which are in line with the Remuneration Policy of the Company.

Moreover, the Board of Directors will propose to the annual Ordinary General Meeting of shareholders the granting of relevant approval concerning the prepayment of the above remunerations to the above mentioned persons for the time period up to the following Ordinary General Meeting, according to the article 109 of Law 4548/2018 as in force.

Item 10:

Granting of approval-authorization in accordance with the provisions of article 98 paragraph 1 of Law 4548/2018 as in force, to the Directors of the Board of Directors, to the General Managers, and to the

Managers of the Company with regard to their participation in the Boards of Directors or in the Management of companies of the Group.

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

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors shall propose to the annual Ordinary General Meeting of Shareholders the granting of the relevant permission and approval, pursuant to the provisions of article 98, par. 1 of Law 4548/2018 as in force, to the Members of the Board of Directors, the General Managers and the Managers of the Company, in order to be able to participate in the Management of subsidiaries and/or affiliated companies (current or future) of the Company and therefore of the Group.

Item 16: NO VOTING

Submission and presentation of the Report of the independent non-executive members of the Board of Directors for the fiscal year 2023 (01.01.2023-31.12.2023), in accordance with the provisions of article 9 paragraph 5 of Law 4706/2020.

Required Quorum: -

Required Majority: -

In accordance with the provisions of article 9, par. 5 of Law 4706/2020, the report, dated 04.2024, of the Independent Non-Executive Members of the Board of Directors for the fiscal year 2023 (01.01.2023-31.12.2023) was submitted to the body of shareholders and was accordingly read. This document has been posted on the legally registered in GEMI address of the Company's website (www.thracegroup.gr) for the purpose of providing full, adequate and thorough information towards the shareholders.