



**Proposals of the Board of the Directors  
on items on the agenda of the Extraordinary  
General Meeting of "IDEAL HOLDINGS S.A."  
on 19.09.2024**

**AGENDA ITEMS**

- 1. Increase of the Company's share capital by capitalizing of € 81,606,665.70 of the "Share Premium Account" and simultaneously increase of the nominal value of the Company's shares, and corresponding amendment of par. 1 of Article 5 of the Articles of Association.**

The Board of the Directors proposes to the General Meeting the increase of the share capital by capitalizing the amount of € 81,606,665.70 from the "Share Premium Account" and a simultaneous increase of the nominal value of the share, as well as a corresponding amendment of the paragraph 1 of Article 5 of the Articles of Association, as proposed for approval.

Following the approval by the General Meeting of the above proposal of the Board of Directors for the increase of the Company's share capital, its share capital will rise to € 100,808,234.10 from € 19,201,568.40 and will be divided into 48,003,921 common nominal shares with voting rights, with a nominal value of € 2.10 each.

Article 5 "SHARE CAPITAL" of the Company's Articles of Association, will be amended, specifically by amending paragraph 1 and by adding a new paragraph (k) at the end of the Article, as follows:

*«1. The share capital of the Company amounts to one hundred million eight hundred and eight thousand two hundred and thirty-four euros and ten cents (€ 100,808,234.10) and is divided into forty-eight million three thousand nine hundred and twenty-one (48,003,921) common nominal shares with voting rights, with a nominal value of € 2.10 each. The share capital has been paid up as follows:*

*[...]*

*"(k) By the decision of the Extraordinary General Meeting of Shareholders dated 19.09.2024, it was resolved that Company's share capital be increased by the amount of eighty-one million six hundred and six thousand six hundred and sixty-five euros and seventy cents (€ 81.606.665,70) through capitalization of this amount from the "Share Premium Account" and simultaneous increase of the nominal value of the share from € 0.40 to € 2.10.*

*Thus, the total share capital of the Company, after the above increase, amounts to one hundred million eight hundred and eight thousand two hundred and thirty-four euros and ten cents (€100.808.234,10)*

*and is divided into forty-eight million three thousand nine hundred and twenty-one (48,003,921) common nominal shares with voting rights, with a nominal value of €2.10 each."*

## **2. Amendment of paragraph 2 of Article 6 of the Company's Articles of Association**

The Board of Directors proposes to the General Meeting the amendment of paragraph 2 of article 6 of the Articles of Association, which reads as follows:

2. Ordinary increase of share capital: With the exception of paragraph 1 of Article 6 of the Articles of Association, the General Meeting of the Company decides on the increase of the Company's share capital in accordance with the quorum and majority requirements of Article 130, paragraphs 3 and 4, and Article 132, paragraph 2 of Law 4548/2018. Furthermore, and as an exception to the provisions of paragraph 1 of the same article, a decision of the General Meeting is always required according to the quorum and majority provisions of Article 130, paragraphs 3 and 4, and Article 132, paragraph 2 of Law 4548/2018, as well as a corresponding amendment of the article related to the share capital in the Articles of Association, when the Company's reserves exceed one-fourth (1/4) of the paid-up share capital.

The Board of Directors proposes the deletion of the second sentence of paragraph 2 of article 6 of the Articles of Association, for the purpose of correctly aligning the Articles of Association of the Company with Law 4548/2018, which does not contain a corresponding provision. The above deletion is consistent with the flexibility and speed that the Law provides for in the case of an extraordinary increase in share capital.

Following the removal of the aforementioned sentence paragraph 2 of article 6 of the Company's Articles of Association will be as follows:

«[...]

*2. Ordinary share capital increase: With the exception of paragraph 1 of Article 6 of the Articles of Association, the General Meeting of the Company shall decide on the increase of the share capital of the Company in accordance with the provisions on quorum and majority of Article 130 par. 3 and 4 and 132 par. 2 of Law 4548/2018.*

[...]».

## **3. Authorization to the Board of Directors to increase the share capital of the Company, in accordance with articles 24 par. 1 and 27 par. 4 of Law 4548/2018.**

The Board of Directors proposes to the General Meeting of Shareholders to grant it the authorization to increase the share capital of the Company, in accordance with articles 24 paragraph 1 and 27 paragraph 4 of Law 4548/2018. This authorization will allow the Company and its Management to pursue their

investment strategy quickly and effectively, by assessing available strategies and promptly seizing attractive investment opportunities, while considering the current business environment. Such speed and efficiency will further improve the ability to deliver substantial returns for the benefit of the Company's shareholders.

In this context, the Board of Directors, as it has disclosed through previous announcements, has already engaged international financial advisors and a Greek bank to evaluate strategic options to further develop and enhance the Company's value, with the aim of maximizing value for shareholders.

The Company invests in companies with sustainable growth prospects and outward orientation and, through a disciplined business approach, offers expertise and new business and financing opportunities, accelerating the growth of its investments. The ongoing strength of the Greek economy which is expected to be continue in the coming years, combined with attractive investment opportunities in medium-sized companies operating in various sectors of the Greek market, creates the need for a flexible way for the Board of Directors to manage these opportunities. With swift and targeted decisions, the Board of Directors will be able to take advantage of the growth opportunities that arise with flexibility, speed and reliability, thereby serving the best interests of the Company's shareholders. Our investment choices in the case of Byte and Attica Department Stores validate this approach and make it crucial to have the ability to make and implement quick decisions for raising capital in the near future.

For the above reasons, the Board of Directors proposes to the General Meeting of Shareholders to authorize the Board of Directors for a period of two (2) years in order to be able to:

**(a)** to decide, in accordance with the provisions of Article 24 par. 1 of Law 4548/2018 and in accordance with the quorum and majority of its members provided for by the Law, the increase of the Company's share capital, up to the maximum limit provided for in article 24 paragraph 1(b) of the aforementioned Law, by issuing new shares (the "Increase"), **(b)** to determine by its relevant decision, the specific terms and the time schedule of the Increase, in accordance with the applicable provisions of Law 4548/2018, including, but not limited to, the amount of the Increase and the subscription period, the option for partial subscription, the structure of the Increase, the type, number, nominal value and issue price of the new shares to be issued, the possibility of limiting or excluding the pre-emptive right of existing shareholders, in accordance with the provisions of article 27 par. 4 of the Law. 4548/2018, the allocation of the new shares, such as offering to strategic investors, conducting a public offering and/or private placement in Greece and/or abroad, the categories of investors eligible to participate, the method and any allocation criteria among different categories of investors in Greece and/or abroad, including the authority to establish a mechanism for the preferential allocation of new shares, and the execution of necessary contracts or agreements with foreign and/or domestic intermediaries, organizers, coordinators, or managing banks, and/or investment services companies, and; and **(c)** in general, to take

any necessary, required or appropriate act, action and transaction for the implementation of the Offering, including the relevant amendment of the Articles of Association of the Company and the admission of the new shares to trading on the Athens Exchange, and **(d)** to authorize one or more of the members of the Board of Directors or other officers of the Company, acting either jointly or separately, to take any decision or take any other action in relation to any of the above. The Board of Directors may exercise the above authority either in a single instance or in stages.

The above authorization shall be valid for two (2) years.

**4. Revision of the existing Remuneration Policy, in accordance with articles 110 and 111 of Law 4548/2018.**

The Board of Directors proposes to the General Meeting of Shareholders the revision of the existing Remuneration Policy, which was approved by the Extraordinary General Meeting of Shareholders of the Company on December 2, 2021, with a validity period of four (4) years, in accordance with article 110 of Law 4548/2018.

The fundamental principles governing the Company's Remuneration Policy have remained unchanged, and the revised Policy aims to clearly define the criteria and percentage returns of the remuneration for the individuals to whom it applies.

A detailed report of the changes to the Company's Remuneration Policy is provided in the Board of Directors' report, prepared in accordance with paragraph 2 of article 111 of Law 4548/2018, which is posted along with the revised Remuneration Policy on the Company's website.

<https://www.idealholdings.gr/en/investor-relations/shareholders-briefing/general-meetings/>