

**“AYTOMATIC ANALYSERS - DIAGNOSTIC REAGENTS AND PRIVATE DIAGNOSTIC  
LABORATORIES MEDICON HELLAS S.A”**

**COMPANY TITLE**

**“ MEDICON HELLAS S.A”**

**GEMI No: 41440100**

**(PR. MAE No. 16439/6/B/88/24)**

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**Plan of suggested decisions for the subjects from the daily agenda for the Annual  
General Meeting on the 30<sup>th</sup> June 2021**

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**1<sup>st</sup> subject of the daily agenda:**

1. Submission and approval of the Annual Financial Statement (corporate and consolidated) of MEDICON HELLAS S.A for the year 2020 (01.01.2020 – 31.12.2020), after the submission, hearing and approval of the annual Report of the Board of Directors and the auditor’s Audit report.

The Board of Directors suggests the approval of the annual (corporate and consolidated) financial statements for the financial year 2020 (1.1.2020 – 31.12.2020), as well as the Management Report (Annual Financial Statement) of the Board of Directors for the Annual (corporate and consolidated) Financial Statements that were approved during the meeting of the Board of Directors, after the hearing and presentation of the Audit Report of the independent Certified Auditor - Accountant.

..... (discussion will follow for these subjects) .....

The financial statements of year 2020, the Management Report of the Board of Directors and the report from the independent Certified Auditor – Accountant have been included on the company’s Annual Financial Statement for the year 2020 and are

available online through the company's website and through the webpage of the Athens Stock Exchange.

The announcement on General Electronic Commercial Registry will be done according to articles 13 and 149 of Law 4548/2018, within twenty days after their approval on the Annual General Meeting.

At the General Meeting of shareholders, the Board of Directors unanimously decides the approval of the Financial Statements (corporate and consolidated) for the year 2020 and the rest of the reports of the Board of Directors and the independent Certified Auditor – Accountant.

..... (discussion will follow for these subjects) .....

**The General Meeting after Interactive discussion, decides with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage of .....% the annual Financial Statements of the Board of Directors and the Audit report of the independent Certified Auditor – Accountant for the Annual Financial Statements (corporate and consolidated), as well as the annual Financial Statement of MEDICON HELLAS S.A for the year 2020 (1.1.2020 – 31.12.2020), without inducing any modifications.**

**2<sup>nd</sup> subject of the daily agenda:**

2) Approval of the overall management of the Board of Directors for the financial year 01.01.2020 – 31.12.2020 according to article 108 of Law 4548/2018 and exemption of the company's auditors from any responsibility of reimbursement for the company's financial year 2020 according to article 117, paragraph 1 of Law 4548/2018.

The General Meeting of the shareholders has to decide upon the approval of the overall management of the company according to the article 108 of Law 4548/2018, as it is valid, and the exemption of the auditors that conducted the company's audit on its Financial Statements for the year 2020.

At the General Meeting of shareholders, the Board of Directors unanimously decides the approval of the overall management of the company according to article 108 of Law 4548/2018, as it is valid, and the exemption of the company's auditors, as they conducted the inspection on the company's financial statements for the year 2020, on any responsibility of reimbursement for the year 2020.

..... (discussion will follow for these subjects) .....

**The General Meeting after Interactive discussion, decides with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage of .....%, the overall management of the company according to article 108 of Law 4548/2018, as it is valid, and the exemption of the company's auditors from any responsibility of reimbursement.**

**3<sup>rd</sup> subject of the daily agenda:**

3) Submission and vote from the Annual General Meeting, of the company's report of payments for the year 01.01.2020 – 31.12.2020 according to article 112 of Law 4548/2018, as it is applicable.

..... (discussion will follow for these subjects) .....

**The General Meeting after Interactive discussion, decides with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage of .....%, approves the report of payments.**

**4<sup>th</sup> subject of the daily agenda:**

4) Approval of payments and reimbursements of the members of Board of Directors for the financial year 01.01.2020 – 31.12.2020 according to article 109 of Law 4548/2018. Approval of contracts and establishment of payments and reimbursements that will be paid for the year 2021 – 2022 towards the members of the Board of Directors and the Audit Committee according to the article 109 and 117 of Law 4548/2018 and provision of authorization.

The General Meeting after Interactive discussion, after the approval of proposal from the Board of Directors, approves with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage of .....%, the payments made for the year 2020, or the payments to be made for the year 2020 to the members of the Board of Directors, for which the General Meeting was informed in detail, as it is mentioned at the beginning of this subject from the Board of Directors and the President of this meeting.

The Board of Directors suggests towards the shareholders' General Meeting to approve the extension – for each case – of the pre-existing contracts of payments and the payment towards the executive, non-executive and independent members of the Board of Directors for the year 2020, that they will continue as paid until the Annual General Meeting of the shareholders for the year 2021, with similar content for the approvals that were granted on the Annual General Meeting of the shareholders on 01-07/2020 (that is, for the payments of the same amount and for year 2021 the continuance of these payments until the Annual General Meeting of the shareholders for the year 2022).

The General Meeting after Interactive discussion, approves the proposal of the Board of Directors, and decides and approves with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage of .....%:

The continuance of payment of the aforementioned approved payments towards the members of the Board of Directors for the end of year 2021 and until the Annual General Meeting of the year 2022.

It provides to the Board of Directors the option to follow this order and authorizes them to monitor the execution of this decision, according to the Law.

**5<sup>th</sup> subject of the daily agenda:**

5) Provision of permission for the completion of contract of employment or of order of the company with the members of the Board of Directors and definition of the maximum limit of their salary figure.

The Board of Directors suggests, given that the members of the management of the company have been appointed as directors, administrators, managers or members on other board of directors, on companies that either connected or not, the General meeting to provide permission to the members of the Board of Directors to participate on the management of other companies, interconnected or not (according to article 32 of Law 4308/2014), regardless of the goal that they pursue.

..... (discussion will follow for these subjects) .....

**The General Meeting after Interactive discussion, approves with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage of .....%, and provides the permission to all the members of the company's new Board of Directors, as they participate in the Administration (under any quality, either as a manager, director, administrator or even as a member on other boards') and other connected (according to article 32 of Law 4308/2014) and non-connected companies, indifferent of the goal they pursue.**

**6<sup>th</sup> subject of the daily agenda:**

6) Submission of the annual report of the Audit Committee for the year 2020.

The company's Audit Committee submits, at the General Meeting of the shareholders the annual Report of the committee, according to article 44, par.10 of Law 4449/2017, amended as it is valid.

..... (discussion will follow for these subjects) .....

**The General Meeting after Interactive discussion, decides with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage of .....%, approves the annual report.**

**7<sup>th</sup> subject of the daily agenda:**

7) Voting for an Audit company for the regular Audit of the Financial Statements ( corporate and consolidated) of MEDICON HELLAS S.A, according to the International Financial Reporting Standards, for the year 01.01.2020 – 31.12.2020 and establishment for its salary figure.

**The General Meeting suggests after the consolidation from the Audit Committee, towards the Board of Directors to elect the Audit Company “JPA AUDIT GREECE CERTIFIED AUDITORS – ACCOUNTANTS BUSINESS CONSULTANTS S.A” for auditing the annual and periodic financial statements (corporate and consolidated) for the year 01.01.2021 – 31.12.2021, as well as to approve the payments made towards them, according to the official figures from the Supervisory Board of the Institute of Certified Public Accountants of Greece (SOEL), for auditing the current year, payments that will be accounted as expenses for the company.**

..... (discussion will follow for these subjects) .....

**The General Meeting after Interactive discussion, decides with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage of .....% and elects for the audit of the annual and periodic financial statements (corporate and consolidated) for the year 1.1.2022 until 31.12.2022.**

**8<sup>th</sup> subject of the daily agenda:**

8) Approval of the company’s Suitability Policy for the members of the Board of Directors, according to article 3 of Law 4706/2020.

It is submitted for approval from the Annual General Meeting the company’s Suitability Policy for the members of the Board of Directors and the Executive Officers, which has been conducted according to provisions of article 3 of Law 4706/2020 and the authority of the Capital Market Commission (bulletin no.60/18.09.2020) and is valid since the beginning of validation of Law 4706/2020.

..... (discussion will follow for these subjects) .....

The General Meeting after Interactive discussion, decides with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage of .....% and approves the company's Suitability Policy for the members of the Board of Directors, according to article 3 of Law 4706/2020.

**9<sup>th</sup> subject of the daily agenda:**

9) Election of a new Board of Directors of the company and definition of its independent members.

The Board of Directors proposes on the Annual General Meeting the election of a new seven-member Board of Directors, with a five-year duration of service , consisted of the following:

- 1) **Spyridon Dimotsantos of Stylianos**, Chemist, born in Kairo Egypt, on 18-4-1947, resident of Athens on the address P. Penteli, Attikis (P. Psarrea 14), I.D AN 042866/13.2.2017/ P.D Penteli (A.F.M 011014624, D.O.Y Chalandriou).
- 2) **Georgios Dimotsantos of Spyridon**, Biochemist, born in Athens, on 6-2-1989, resident of Athens on the address P. Penteli, Attikis (P. Psarrea 14), I.D AN 546033/14.3.2018/ P.D Melissia (A.F.M 147166589, D.O.Y Chalandriou).
- 3) **Chrysanthos Mitropoulos of Georgios**, born in Athens, on 22-3-1954, resident of Athens on the address Vrillissia Attikis (Thermopylon 14), I.D AM 093098/21.10.2014 / P.D Vrillissia (A.F.M 018867838, D.O.Y Chalandriou).
- 4) **Eustratios Tserkezos of Dikaïos**, employed on a private company, born in Athens on 18-11-1989, resident of Athens on the address (Vithinias 29), I.D AM 230863/23.9-2015/ P.D Neas Ionias (A.F.M 145580467), independent member.
- 5) **Spiridoula Ktisti of Lazaros**, Publisher, Economist, born in Monastiraki Aitolokarnanias on 4-8-1949, resident of Athens on the address (L. Alexandras 62), I.D AI 672138/6-11-2010/ P.D Eksarchion (A.F.M 054344730, D.O.Y D' Athinon), independent member.
- 6) **Dimitrios Kapetanakis of Ioannis**, Economist, born in Athens on 27-8-1980, resident of Athens on Vrillissia on the address (Taygetou 57), I.D AZ

114730/22.11.2007/ P.D Chapandriou (A.F.M 062580112, D.O.Y Chalandriou), independent member .

- 7) Vasileios Loumiotis of Ioannis**, certified Auditor/Accountant, born in the municipality of Archaia Olympia, on 8-10-1949, resident of Athens in Ilioupoli Attikis (Areos 17) , I.D AZ 601389/24-3-2008/P.D Ilioupolis, independent member.

.....(discussion will follow for these subjects) .....

**The General Meeting after Interactive discussion, decides with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage of .....% and elects the new Board of Directors that consists of (a) ....., (b) ....., (c) ....., (d) ....., (e) ....., (f) ....., (g) ....., the duration of which is set to five years, automatically extended until the end of the term, within which the next Annual General Meeting should be arranged.**

**10<sup>th</sup> subject of the daily agenda:**

10) Provision of permission according to the article 98, par 1 of Law 4548/2018, as it is valid for the members of the Board of Directors and the managers of the company to participate on other Board of Directors or to the management of subsidiaries, relative and connected companies to the main company, which they pursue similar and/or related goals.

The Board of Directors suggests, given that the members of the management of the company have been appointed as directors, managers or members on other Board of Directors, on connected or non-connected companies, the General Meeting to provide permission for these Board members to participate on the management of other connected (according to the meaning of article 32 of Law 4308/2014) or non-connected companies, indifferent of the goals that they pursue.

.....(discussion will follow for these subjects) .....



The General Meeting after Interactive discussion, decides with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage of .....% and grants the permission towards all the members of the new Board of Directors, as they participate on the management (under any authority), that of the manager, director, administrator or as a member on the Board of Directors) and of other connected (according to the meaning of article 32 of Law 4308/2014) and non-connected companies indifferent of the goals that they pursue.

**11<sup>th</sup> subject of the daily agenda:**

11) Reestablishment of the kind, the composition and the number of the members and the duration of service of the Audit Committee, according to the provisions of article 44 of Law 4449/2017, as it was amended according to the provisions of the article 10 of par.2 of Law 4706/2020.

..... (discussion will follow for these subjects) .....

The General Meeting after Interactive discussion, decides with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage of .....% defines the Audit Committee according to article 44 of Law 4449/2017, consisting of

**12<sup>th</sup> subject of the daily agenda:**

12) Establishment of the structure of the Remuneration Committee and the nomination according to the provisions of article 10, par.2 of Law 4706/2020.

.....(discussion will follow for these subjects) .....

The General Meeting after Interactive discussion, decides with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage

of .....% decides on the structure of the Remuneration Committee and the nomination according to the provisions of article 10, par.2 of Law 4706/2020.

**13<sup>th</sup> subject of the daily agenda:**

13) Amendment of article 3 of the company's statute with an aim to expand the company's vision.

The Board of Directors suggests to add to article 3 of the company's statute, that is about the goal of the company the following:

"Within the field of providing services on the Primary Care on Healthcare, according to the rules of the specific law, that concerns the medical science and its ethics and its defined on P.D 84/2000, valid as modified, it can proceed with the development and operation of a Private Polyclinic. It can own and operate Diagnostic Laboratories of Medical Imaging. It can own and operate Diagnostic Laboratories of Nuclear Medicine. It can own and develop Laboratories on Genetics – Diagnostics analysis".

.....(discussion will follow for these subjects) .....

**The General Meeting after Interactive discussion, decides with votes (.....) in favor, (.....) against, and votes (.....) Blank/Abstention, with a percentage of .....% decides on the 13) Amendment of article 3 of the company's statute with an aim to expand the company's vision.**

**14<sup>th</sup> subject of the daily agenda:**

14) Various subjects and announcements.

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**Gerakas Attikis 07 June 2021**

**MEDICON HELLAS S.A**