"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)

Proposed Decisions on the Subjects of the Agenda to the

Ordinary General Assembly of June 26, 2023

1st 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 2022 (01.01.2022 – 31.12.2022), 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 2022 (1.1.2022 – 31.12.2022), 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 2022, 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 2022 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 2022 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 2022 (1.1.2022 – 31.12.2022), without inducing any modifications.

2nd subject of the daily agenda:

2) Approval of distribution of profits for the period 01.01.2022–31.12.2022.

The proposed total amount of dividend for the year 2022, amounts to Euro 632,593.78 or Euro 0.14313320006 per share.

It is noted that with its decision of 20-12-2022, the B.O.D approved the distribution of a temporary dividend for the corporate year 2022 in the total amount of 500,000 Euros (gross amount), i.e. 0.1131320006 Euros per share of the Company (gross amount). The interim dividend cut-off date was set for Wednesday, March 1, 2023. Beneficiaries of the interim dividend for the year 2022 were those registered in the records of the Securities System (S.A.T.) on Thursday, March 2, 2023 (Record Date).

The payment (payment) of the interim dividend for the year 2022 started on Monday, March 6, 2023, and was carried out by the company HELLENIC CENTRAL DEPOSITORY OF SECURITIES (ATHEXCSD), through the Participants of the securities accounts in the SAT.

Accordingly, the remaining amount of dividend per share for the year 2022 amounts to Euro 0.0300011946 (total gross amount to be distributed: Euro 132,593.78)

The Board of Directors proposes to the General Meeting to approve the total dividend amount of Euro 0.14313320006 / share for the year 2022 and the relevant dates for the payment of the remaining dividend of Euro 0.0300011946 / share for the year 2022.

The proposed relevant dates are as follows: Entitlement cut-off date: Monday 10 July 2023 - Beneficiary file date: Tuesday 11 July 2023 - Payment start date: Tuesday 18 July 2023.

3rd subject of the daily agenda:

3) Approval of the overall management of the Board of Directors for the financial year 01.01.2022 – 31.12.2022 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 Annual 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 2022.

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 2022, on any responsibility of reimbursement for the year 2022.

……(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 whom performed the control for the year 2021 beyond the responsibility of reimbursement for the year 2021.

4th subject of the daily agenda:

4) Submission and vote from the Annual General Meeting, of the company's report of payments for the year 01.01.2022 – 31.12.2022 according to article 112 of Law 4548/2018, as it is applicable.

STATEMENT OF REMUNERATION OF THE MEMBERS OF THE COMPANY'S BOARD OF DIRECTORS
"AUTOMATIC ANALYZERS - DIAGNOSTIC REAGENTS
AND PRIVATE DIAGNOSTIC LABORATORIES MEDICON HELLAS SOCIETY ANONYMOUS"
No. G.E.MI 414401000
VAT NUMBER. 094240321 – D.O.Y. FAE OF ATHENS
FOR USE 1.1.2022 – 31.12.2022
June 2 2023

1 Introduction.

This remuneration report was drawn up by the Board of Directors of the Company in accordance with article 112 of Law 4548/2018 and contains a comprehensive overview of all the remunerations of the members of the Board of Directors for the last financial year – management period (1.1.2022 – 31.12.2022) and all the minimum information required by the Law. All the components of the remuneration of the

Company's Advisors are regulated by the Remuneration Policy for the Members of the Board of Directors, which was approved by the Annual General Meeting of the Company on 26th.06.2023.

This report is submitted for discussion for the financial year 2022 at the Annual General Meeting of the Company, which will be held on 26.06.2023 as a separate agenda item in accordance with the provisions of paragraph 3 of article 112 of Law 4548/2018. The vote of the shareholders regarding the remuneration report is advisory. After the Annual General Meeting, this report will be available on the Company's corporate website for a period of ten (10) years. This remuneration report includes all the information specified in particular in the provision of paragraph 2 of article 112 of Law 4548/2018.

2. The remuneration report.

Following the above clarifications, the remuneration report is listed.

NAME/SURNAME	*TITTLE*	*EMPLOYMENT CONTRACT*	*EMPLOYMENT CONTRACT*	*B.O.D FEES (TOTAL FIXED BENEFITS)*	*TOTAL*
		TOTAL FIXED BENEFITS	*TOTAL VARIAABLE BENEFITS*		
DIMOTSANTOS SPYRIDON	*MANAGING DIRECTOR AND CHAIRMAN OF THE BOARD OF DIRECTORS FROM 30.06.2021*		*144.592,00*	*267.167,65*	*411.759,65*
GEORGIOS DIMOTSANTOS	*DEPUTY DIRECTOR, EXECUTIVE MEMBER*	*111.809,99*		*172.848,00*	*284.657,99*
LOUMIOTIS VASILIOS	*EXECUTIVE MEMBER*			*23.380,15*	*23.380,15*

	FROM 30/06/2021				
DIMOTSANTOU MARIA - ELENI (UNTIL 26/01/2023)	*VICE PRESIDENT OF THE BOARD, NON-EXECUTIVE MEMBER*	*83.506,06*			*83.506,06*
KAPETANAKIS DIMITRIOS	*NON-EXECUTIVE MEMBER*			*2.359,21*	*2.359,21*
KTISTI SPYRIDOULA	*NON-EXECUTIVE MEMBER*			*2.359,21*	*2.359,21*
TSERKEZOS EUSTRATIOS	*NON-EXECUTIVE MEMBER*			*2.359,21*	*2.359,21*
TOTAL		***195.316,05***	***144.592,00***	***470.473,43***	***810.381,48***

The above remunerations of the members of the Board of Directors based on employment contracts are divided into mixed fixed and mixed variable remunerations in order to include all types of remuneration regardless of their form (indicative basic salary, additional benefits, bonus).

All Board fees are fixed.

Comparative Table of Annual Total Fees of MEDICON S.A. Board Members and Average Annual Gross remuneration of Employees (excluding Executives) for the years 2018 - 2022 (article 112 par. 2 b' of Law 4548/2018 as applicable).

YEAR	GROSS ANNUAL AMOUNT FOR B.O.D	ANNUAL CHANGE	ANNUAL CHANGE (%)	AVERAGE GROSS ANNUAL REMUNERATION OF NON-EXECUTIVE EMPLOYEES	ANNUAL CHANGE (€)	ANNUAL CHANGE (%)	EBITDA	ANNUAL CHANGE (€)
2022	810.381,48	-9.743,43	-1,19%	25.933,31	4.619,83	21,67%	4.673.708,31	-683.555,31
2021	820.124,91	-50.576,27	-5,81%	21.313,48	2.228,57	11,68%	5.357.263,62	2.900.915,40
2020	870.701,18	-103.483,66	-10,62%	19.084,91	1.094,10	6,08%	2.456.348,22	709.469,76
2019	974.184,84	13.322,05	1,3 8%	17.990,81	608,73	3,50%	1.746.878,46	-815.107,40
2018	960.862,79	- 27.743,55	- 2,80%	17.382,08	1.849,59	11,90%	2.561.985,86	21.697,08

The members of the Board of Directors do not receive remuneration from a company belonging to the same Group (article 112 par. 2 c' of Law 4548/2018 as applicable).

No shares or stock options have been granted or offered to the members of the Board of Directors (Article 112 par. 2 d' and e' of Law 4548/2018 as applicable).

There is no possibility of recovering variable salaries (Article 112 par. 2 f of Law 4548/2018 as applicable). It is noted that this possibility is linked, among other things, to the contractual "malus" or "return of remuneration" clauses, which allow adjustments of remuneration depending on the risk undertaken or to which the respective Company may be exposed, as the case may be. In this case, the above conditions are not met.

There are no deviations from the application of the remuneration policy pursuant to paragraph 6 of article 10 of Law 4548/2018 and therefore the provision of paragraph g of paragraph 2 of article 112 of Law 4548/2018 does not apply in this case.

3. The components of the remuneration of the Company's Advisors.

The Board Members' Remuneration Policy stipulates that the total remuneration of Directors may be the sum of all or part of the following fixed and variable components. The Company's Remuneration Policy is based on the following principles, the Company's value system, - the determination of both fixed and variable remuneration based on performance -, the connection of a significant part of the remuneration, which concerns variable remuneration, with the performance of the Company, - the attraction and retention of the most suitable and capable employees for the further development of the Company through the monitoring and implementation of the labor market practices in Greece as well as the similar practices applied abroad by companies of the same industry or corresponding size.

The amount of the fees/compensations of the members of the Board of Directors for their participation in it as well as in the Committees of the Board of Directors are decided by the General Assembly after a relevant recommendation by the Board of Directors and previously by the Remuneration Committee.

The above fees are approved by the Annual General Meeting and pre-approved by it for the next financial year. The fixed remuneration paid to each individual member of the Board of Directors refers to the period of his term of office, which begins on the date of his election by the Annual Regular General Meeting and ends on the date of the next Annual General Meeting. The fees/compensations of the Chairman of the Board of Directors are also decided in the same way and procedure. The specific fees are not related to the number of meetings held by the Board of Directors during the financial year.

The fees of the executive members of the Board of Directors who provide their services to the Company pursuant to employment contracts and of the managers, consist of a fixed part, i.e. the salary, which is determined by market practices, the applied salary system and the annual evaluation performance of the executive member/manager and from a variable part, which depends on the achievement of the

set individual and corporate goals. Corporate goals are linked to financial performance at Group level, as well as to performance in other areas, such as research and production, while individual goals are directly linked to the position held by each executive member/manager. The variable part of the annual remuneration varies according to the importance of the position of each executive member/manager, depending upon full achievement of the set objectives, it is paid in whole or in part through payroll and/or through distribution of net profits. The non-executive members of the Board of Directors do not participate in these Programs.

4. Application of Remuneration Policy Criteria.

4.1. Salary and Remuneration of the Board of Directors

The total remuneration of the members of the Board of Directors as reflected in the above analytical tables are in full compliance with the remuneration policy approved by the General Assembly, including in accordance with the corresponding provision of the Directive (and the content of the remuneration policy based on article 111 Law 4548/2018) of their contribution to the long-term performance of the Company. Particularly:

The CEO and Chairman of the Board of Directors from 1.7.2020 until today, ***Spyridon Dimotsantos***, is the founder of the Company and has been actively involved in it since its inception, specifically since 1986. Born in Egypt, with a degree in Chemistry from the University of Alexandria, Egypt, he worked successfully since 1970 in Greece in the pharmaceutical industry. He founded the company MEDICON HELLAS S.A. in 1979 and is therefore clearly the most experienced executive in our Company, as evidenced by his successful engagement with corporate affairs since the year of its foundation and his decisive contribution to the Company's development. He is decisively involved in the management of all Medicon subsidiaries, which hold a relatively significant share of the Greek market.

The deputy CEO of the Company's Board of Directors, ***Georgios Dimotsantos***, has been employed within thei Company since 2015. He knows the Company's business

as he is a graduate of the Department of Biotechnology of the University of Edinburgh (Bachelor of Science (Honours) in Biotechnology). He holds a master's degree in "Microbial Biotechnology" from the National Kapodistrian University of Athens, while he worked until October 2020 with particular success as a postgraduate researcher at the Laboratory of Intracellular Parasitism at the Hellenic Pasteur Institute. He also worked in the management of Miss Beaute cosmetics division of the Company as well as as a management assistant in the subsidiary companies of Medicon. He speaks English fluently and is, among other things, in charge of the Company's Quality Control.

The Vice President non-executive member of the Board of Directors, ***Maria Eleni Dimotsantou*** resigned for personal reasons on 12/01/2023.

During the financial year 2021 and until today he works successfully and heads the Department of Molecular-Genetics-Genomics. He is a Chemical Engineer. He has a Master of Science in Chemical Engineering and a PhD in Biomedical Engineering. He speaks English and French fluently.

The non-executive member of the Board of Directors, ***Dimitrios Kapetanakis***, is an economist, until 2013 he was, among other things, the President and CEO of the company "Forocom S.A.", while since then he has been the manager of the tax services company "Papaioannou Forotechnikis S.E.P. E." From his acquired experience, he has in-depth knowledge of critical economic and technical areas critical for the development of the Company.

The non-executive member of the Board of Directors, ***Spyridoula Ktisti***, is an economist, a graduate of the Department of Business Administration of the Athens University of Economics and Business since 1974. She has worked, among others, in the Export Department of Piraeus Patraiki as well as as the accounting manager of an oil company "P. Panagiotopoulos and Co., Piraeus" and then collaborated with important publishing houses abroad. He has significant experience in the field of Finance and Accounting.

The non-executive member of the Board of Directors, ***Efstratios Tserkezos***, holds, among others, a master's degree in the field of International Trade from the John

Moores University of Liverpool and has worked with great success in the companies COCA COLA HBC and AEGEAN OIL. He speaks English and French.

The non-executive member of the Board of Directors, ***Vasilios Loumiotis***, is a Graduate of the Athens University of Economics and Business - Department of Organization and Business Administration (formerly ASOEE), in 1973 and a has Master's Degree in Business Administration (MBA) from Roosevelt University, Chicago, in year 1979. He practices the profession of Audit since 1980 and in particular as a member of the Board of Certified Public Accountants (CPA) from 1980 to 1992 and of the Board of Certified Public Accountants (CPA) from 1993 until today. Since 1993, with the rank of Chartered Auditor, he has been professionally active in the SOL SA Auditing Company, in which he is also a Shareholder. Mr. Loumiotis has developed a rich work on teaching and writing.

The salary of the aforementioned Consultants is and will be structured in accordance with the provisions of the Company's salary policy, as provided by the approved Remuneration Policy. None of the executive members of the Board of Directors participates in the discussion held by the Board of Directors or the Remuneration Committee, to determine their individual remuneration. The fees of the independent **Non-Executive Directors** are approved by the Annual General Meeting and are not dependent on the Company's profitability.

4.2. Variable fees.

Through the payment of variable fees to the members of the Board of Directors, who maintain a salaried relationship with the Company, it is ensured that their total compensation remains competitive, always given that according to the approved Remuneration Policy of the Company, the connection of a significant part of the remuneration, which concerns variables, is promoted fees, with the performance of the Company in order to attract and retain the most suitable and capable employees for its further development. In addition, the specific benefits are a reasonable way for additional remuneration of the Consultants as a whole in recognition of their contribution to the achievement of excellent financial results that simultaneously led

to an increase in shareholder value. In view of this, the Company fully complies with the Remuneration Policy of the Board Members, which was approved by the Annual Ordinary General Meeting of the Company's Shareholders on the 26th/06/2023.

……(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.

5th subject of the daily agenda:

5) Approval of the payments, the salaries and the reimbursements towards the company's Board of Directors and the Audit Committee for the year 01.01.2022 – 31.12.2022, according to the article 109 of Law 4548/2018.

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 2022 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.

6th subject of the daily agenda:

6) Approval of contracts, approval and preapproval and determination of salaries, payments and reimbursements for the years 2023 – 2024 towards the members of the Board of Directors and the Audit Committee, as well as the provision of licensing for an advance payment to these members, for the time period until the

next Annual General Meeting, according to the articles 109 and 117 of Law 4548/2018.

The Board of Directors suggests towards the shareholders' General Meeting to approve and preapprove the salaries, the payments, and the reimbursements, to determine the salaries, payments and reimbursements for the year 2023 - 2024, towards the members of the Board of Directors and the Audit Committee, as well as the permission payment in advance to these members for the time period until the next Annual General Meeting according to the article 109 and 117 of Law 4548/2018, with the content of the approvals that were granted from the Annual General Meeting of the shareholders on the 30-6-2021 (continuance of payments of the same amount and for the financial year 2022, continuance of these payments until the next Annual General Meeting of the year 2024).

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 ……%:

it provides to the Board of Directors the option to follow and execute this order according to the Law.

7th subject of the daily agenda:

7) Provision of approval - licensing for concluding contracts of employment or for order of the company with the members of the Board of Directors and definition of the maximum limit on their earnings.

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 status, either as a manager, director, administrator or even as a member on other boards') and other interconnected (according to article 32 of Law 4308/2014) and non-connected companies, regardless of the goal they wish to pursue.

8th subject of the daily agenda:

8) Submission and presentation of the annual report of the Audit Committee for the year 2022 (01.01.2022 – 31.12.2022).

The company's Audit Committee submits, at the General Meeting of the shareholders the annual Report of the committee, according to article 44, par.1θ of Law 4449/2017, amended as it is valid.

AUDIT COMMITTEE PROCEEDINGS REPORT
FOR COMPANY USE 01.01.2022 - 31.12.2022
OF THE COMPANY
"AUTOMATIC ANALYZERS - DIAGNOSTIC REAGENTS AND PROPRIETARY DIAGNOSTIC LABORATORIES MEDICON HELLAS COMPANY ANONYMOUS"
(Reg. No. 414401000)
VAT NUMBER. 094240321 D.O.Y. FAE OF ATHENS

APRIL 27, 2023

To the Annual General Meeting of the Shareholders of the "AUTOMATIC ANALYZERS - DIAGNOSTIC REAGENTS AND PRIVATE DIAGNOSTIC LABORATORIES MEDICON HELLAS SA"

To the Shareholders and representatives of the Company's shareholders,

In our capacity as Members of the Audit Committee of the Company with the name "AUTOMATIC ANALYZERS - DIAGNOSTIC REAGENTS AND PRIVATE DIAGNOSTIC LABORATORIES MEDICON HELLAS SA" (hereinafter the "Company"), and in accordance with the provisions of article 44 of Law 4449/2017 (hereinafter the "Law") on the one hand, and the details contained in the Announcements of the Directorate of Listed Companies/Listed Companies Supervision Department of the Capital Market Commission (hereinafter the "Announcements") under Nos. 1302/28-4-2017 and 1508/17.7.2020 on the one hand, we list below our present Report and bring to your attention, within the scope of the Audit Committee's responsibilities, findings regarding the objects regulated by the Law and the above-mentioned announcements.

1. Composition of the Audit Committee

The establishment and operation of the Audit Committee is governed by the provisions of Law 4449/2017, the relevant circular of the Capital Market Committee No. 1302/28.4.2017 and 1508/17.7.2020 Announcements of the Directorate of Listed Companies/Supervision Department Listed Companies of the Capital Market Commission (hereinafter the "Announcements") and Law 4706/2020.

The Audit Committee, which consists of three (3) members, has been elected, for the first time, by the decision of the Ordinary General Meeting of the Company's Shareholders from **30.06.2021** with the following composition and with a five-year term, until 30.06.2026 :

NAME/SURNAME	**POSITION AT THE AUDIT COMMITTEE**
LOUMIOTIS VASILIOS	President
KAPETANAKIS DIMITRIOS	Member
TSERKEZOS EFSTRATIOS	Member

All members are independent non-executive members of the Company's Board of Directors, who meet the independence criteria of no. 4 of Law 3016/2002 and Article 9 of Law 4706/2020.

All members of the Audit Committee have sufficient knowledge of the sector in which the Company operates.

2. Responsibilities of the Audit Committee

The responsibilities of the Audit Committee are briefly presented below:

- informs the Company's Board of Directors of the result of the statutory audit and explains how the statutory audit contributed to the quality and integrity of the financial information and what was its role in the said process,
- monitors the financial reporting process and submits recommendations or proposals to ensure its integrity, monitors the effectiveness of the internal control, quality assurance and risk management systems of the Company and, where applicable, of its internal control department, with regard to financial reporting of the Company, without violating its independence,
- submits an annual activity report to the regular general meeting of the Company's shareholders,
- monitors the mandatory audit of corporate and consolidated financial statements and its performance, reviews and monitors the independence of certified public accountants or audit firms,
- is responsible for the selection process of certified public accountants or auditing firms and recommends the certified public accountants or auditing firms to be appointed,
- is informed about the procedure and timetable for the compilation of financial information by the management,
- holds meetings with the certified public accountant during the planning stage of the audit, during its execution and during the preparation stage of the audit reports,

- monitors, evaluates and examines the process of compiling financial information, i.e. the mechanisms, production systems, flow and dissemination of financial information

- Examines the most important issues and risks that may have an impact on the Company's financial statements as well as on the management's important judgments and estimates during their preparation,

- finally, the Audit Committee inspects the financial reports before their approval by the Board of Directors, in order to assess their completeness and consistency in relation to the information brought to its attention as well as the accounting principles applied by the company and informs regarding the Board of Directors.

3. Meetings of the Audit Committee during fiscal year 2022

The Audit Committee, in accordance with its Operating Regulations, meets at regular intervals, at least four (4) times a year, and exceptionally when required.

During the 2022 financial year, the Audit Committee met twelve (12) times, during which all its members were present.
The Audit Committee carried out its duties with full operational autonomy under the guidance of its President, who is responsible for converging the meetings and defining the topics to be included in the agenda.

During the 2022 financial year, the Audit Committee met twelve times, as follows: 14/01/2022, 21/02/2022, 03/03/2022, 26/04/2022, 27/04/2022, 28/04 /2022, 29/04/2022, 08/07/2022, 02/09/2022, 29/09/2022, 29/09/2022, 01/12/2022, with all members attending all meetings. For all meetings of the fiscal year 2022, relevant minutes were taken. On 27/04/2023 it met in order to learn about the financial statements and the management report for the period 1.1.2022 - 31.12.2022.

4. Proceedings of the Audit Committee during fiscal year 2022

A. Financial statements - External Audit

The Audit Committee during the period from 01/01/2022 to 31/12/2022:

- Monitored the drafting process of the company's corporate and consolidated financial statements for the year 2022, regarding their harmonization with International Financial Reporting Standards (IFRS) and the completeness of the relevant financial information.
- Was informed by the Board of Directors about the process and the schedule of preparing the financial information.
- Proposed to the Board of Directors for the audit of the financial statements of the fiscal year 2022 the audit company "AUDITASK CPA ACCOUNTANTS BUSINESS ADVISORS ANONIME COMPANY", after taking into account the offers submitted by the auditing companies company "VNT Chartered Accountants Business Consultants SA", the company "LEVERAGE AUDIT S.A." and "AUDITASK CERTIFIED AUDITORS ACCOUNTANTS BUSINESS CONSULTANTS ANONIME EITERIA". Monitored the fulfillment of the required independence of the selected auditing company.
- With regard to the financial statements for the year 2022, he informed the Board of Directors about the contribution of the mandatory audit to the quality and integrity of the financial information, i.e. the accuracy, completeness and correctness of the financial information approved by the Board of Directors and made public. Furthermore, they informed the Board of Directors about the company's role in the above process, recalling the actions they took during the process of conducting the mandatory audit, for the integrity of the financial information
- Received Confirmation of the independence of the Certified Auditors of "AUDITASK CERTIFIED AUDITORS ACCOUNTANTS BUSINESS CONSULTANTS ANONYMOUS COMPANY", the objectivity and effectiveness of the audit process, based on the professional and regulatory requirements in Greece.

- Confirmed the non-provision of non-audit services by the auditing company "AUDITASK CERTIFIED AUDITORS ACCOUNTANTS BUSINESS ADVISORS ANONYMOUS COMPANY" in the year 2022 to the Company and affiliated companies.
- Evaluated the Company's 2022 corporate and consolidated financial statements in terms of their accuracy, completeness and consistency.
- Monitored the financial reporting process and submitted relevant proposals to ensure its integrity,
- Monitored the process and the conduct of the External audit and made, where deemed necessary, relevant recommendations to the Board of Directors.
- Examined and evaluated the significant judgments, assumptions and estimates of the Management during the preparation of the Company's Financial Statements and it was found that these are reasonable.
- Examined the most important issues, in particular business risks (eg credit risk, market risk, etc.) regarding their impact on the Company's financial statements.
- Evaluated the completeness of the information regarding the effects of the energy crisis on the financial figures of the Company, as well as the possible direct or indirect negative consequences, as a result of the war conflicts in Ukraine.

B. Internal Control, Risk Management and Corporate Governance Systems

The Audit Committee during the period from 01/01/2022 to 31/12/2022:

- Was informed about the annual internal control program before its implementation.
- Monitored, examined and evaluated the adequacy and effectiveness of the Company's Internal Control, quality assurance and risk management systems and made relevant recommendations.
- During the above period, the Committee received, studied and communicated to the Board of Directors together with its comments the 4 reports submitted by the Company's internal auditor during the same period of time.

- The Audit Committee together with the Internal Audit Unit and external partners contributes to the Company's compliance with the provisions of articles 1 to 24 of Law 4706/2020.

5. SUSTAINABLE DEVELOPMENT POLICY

From the provisions of article 4 paragraph of Law 4449/2017, as amended by article 74 of Law 4706/2020, it is foreseen that the annual Report of the Audit Committee's activities should also include a description of the Sustainable Development Policy applied by the Company.

It is pointed out that the Sustainable Development Policy refers to the Company's actions, which, although they add value to the Company, are not registered, and correctly so, in its accounting records and are not reflected in its financial balance sheet.

The company has integrated the principles of sustainable development into all its business activities and its way of operating, recognizing that these principles are a necessary condition for its long-term development.

It is also pointed out that the policy of sustainable development strengthens the operation of the Company, gives a social dimension and perspective for its future and makes it a real cell of the National Economy.

In the context of implementing a sustainable development policy, the Company has developed actions, among others, in the following areas:

a. Staff health and safety

The Company has made the protection of the Health and Safety of its personnel a key priority and primary concern.

To achieve this goal, the Company:

- ensures the necessary resources and means of safe work,

- strengthens the culture for knowledge of the risks in the production process, as well as for the cultivation of a common awareness and behavior of safety among employees,
- has established every best international practice that contributes to the creation of a climate of safety in the workplace,
- inspects on a continuous and systematic basis the organization and observance of personnel health and safety procedures.

b. Training and human resource development:

The Company recognizes the decisive contribution of the staff to its successful business journey. The extensive experience, high specialization, know-how and creativity of the staff support the Company's course for a stable, dynamic and continuous growth.

c. Environmental Protection

For the Company, environmental protection is a key element of its Sustainable Development Policy and is a key pillar of its business strategy.

In the context of environmental protection, the Company applies the following principles:

- Compliance with the legal requirements, as well as the agreements and commitments that the Company has voluntarily undertaken.
- Diligence for the continuous training and awareness of employees on environmental issues.
- Motivating the Company's partners (contractors, suppliers, customers) to respect the environmental policy.
- Inclusion of the Company in environmental recycling and waste management programs.

d. Protection of personal data

The Company respects the protection of personal data and takes the appropriate measures, in accordance with the provisions of the applicable legislation. The Company has set strict procedures for the protection of personal data throughout the range of its activities.

Other actions that make up the Sustainable Development Policy are mentioned in the Company's Internal Operating Regulations.

Gerakas, April 27, 2023

Yours sincerely,

Vasilios Loumiotis

Chairman of the Audit Committee

9th subject of the daily agenda:

9) 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 01.01.2023 – 31.12.2023 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 01.01.2023 – 31.12.2023, 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.

10th 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 the Board of Directors' of other companies, or to the management of subsidiaries, relative or connected companies to the Group, companies that pursue similar and/or related goals.

The Board of Directors suggests, for the members of the Board of Directors and the managers of the company, to provide permission to participate on the Board of Directors' of other companies, or to the management of subsidiaries, relative or connected companies to the Group, companies that pursue similar and/or related goals (according to the article 32 of Law 4308/2014, regardless of the goal they wish to 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 …….% provides permission to participate on the Board of Directors' of other companies, or to the management of subsidiaries, relative or connected companies to the Group, companies that pursue similar and/or related goals (according to the article 32 of Law 4308/2014, regardless of the goal they wish to pursue.

11th subject of the daily agenda:

11) Submission of the Report for the Independent Non-executive members of the Board of Directors to the Annual General Meeting, according to article 9. Par 5 of Law 4706/2020, as it is valid.

The independent members of the Board of Directors submit at the Annual General Meeting their annual report, according to article 9, par.5 of Law 4706/2020, as it is valid.

Report of the independent non-executive members of the Board of Directors to the Annual General Meeting of the shareholders of MEDICON HELLAS A.E. on 26/06/2023, in accordance with article 9, par. 5 of Law 4706/2020.

This report is submitted jointly by the independent non-executive members of the Board of Directors, in compliance with the provision of article 9, par. 5 of Law 4706/2020 and the relevant guidelines of the Capital Market Commission and is addressed to the Ordinary General Meeting of shareholders of the Company under the name "AUTOMATIC ANALYZERS - DIAGNOSTIC REAGENTS AND PRIVATE DIAGNOSTIC LABORATORIES MEDICON HELLAS SA."

In the context of the obligations deriving from the provisions of the current legislation, the independent non-executive members of the Board of Directors, a) monitor and examine the company's strategy and its implementation as well as the achievement of its goals, b) ensure the effective supervision of the executive members, including the monitoring and control of their performance, c) review and express opinions on the proposals submitted by the executive members based on existing information.

Through our participation in the Company's Board of Directors, we established the following:

A) The Company, guided by the President and the Board of Directors, complies with and implements the Corporate Governance practices of the Greek Corporate

Governance Code of the ESED of June 2021, with any deviations that exist and are reflected in the Corporate Governance Report, as well as the policies and regulations contained in the Company's Operating Regulations.

B) The Company continuously monitors developments in the legislative and regulatory framework and always aims to apply the best corporate governance practices. The goal is for the Board of Directors to always function effectively, with the aim of the development and long-term sustainability of the Company.

C) The executive members of the Board of Directors are distinguished for their integrity, objectivity and professionalism and they cooperate harmoniously both with each other and with the independent non-executive members. They have knowledge and experience in exercising supervision over the general functions and activities of the Company.

D) In general, the actions of the executive members of the Board of Directors are in accordance with the provisions of the Company's Operating Regulations and the Corporate Governance code applied by the Company.

E) In the year 2022, 22 meetings of the Board of Directors were held, in which all members demonstrated independence of will, expressing their possible different opinions and always being guided by a high degree of professional ethics and behavior.

Finally, as independent non-executive members of the Board of Directors of the Company, we confirm our agreement with the content of the Management Report of the Board of Directors and the Statement of Corporate Governance 2022, which is an integral part of the Report of the Board of Directors and has been approved by the Board of Directors Council on 27/04/2023.

Athens, April 27, 2023

The independent non-executive members of the Board of Directors:

VASILIOS LOUMIOTIS **DIMITRIOS KAPETANAKIS**

EFSTRATIOS TSERKEZOS **KTISTI SPYRIDOULA**

12th subject of the daily agenda:

12] Announcement of the election of a new member of the Board of Directors to replace a member who resigned. Decision on the appointment or election of a new member until the end of the term of the above resigned member.

The company's Board of Directors informs the company's shareholders that on 1/12/2023 Ms. Maria - Eleni Dimotsantou, Vice President of the Board of Directors - Non-executive member, submitted her resignation, which was accepted. With the decision of the Board of Directors dated 26-1-2023 - and after taking into account the recommendation of the Remuneration and Nomination Committee from 25-1-2023 - it was unanimously decided to elect Ms. Sotiria Mitropoulou of Chrysanthos, as the new member of the Board of Directors, replacing resigned member of the Board of Directors Ms. Maria Eleni Dimotsantou, for a term ending on 30/6/2026; as the above complies with all the individual suitability criteria based on the Company's Suitability Policy, namely: a) professional training, experience, adequacy of knowledge, b) personal skills, c) reputation, ethics, honesty and integrity, d) avoidance of conflict of interests, e) independence of judgment and f) availability of sufficient time.

Ms. Sotiria Mitropoulou, was an executive member of the Company's Board of Directors for a number of years (2014-2020). She holds a master's degree in Business Administration (ALBA Graduate Business School), is fluent in English and proficient in German. She has been working for the Company since 2007.

From 2019, she has been working in the Company's Regulatory Affairs Department and is responsible for updating the technical files of all the Company's products, in accordance with the new European Regulation 2017/746/EU (IVDR), as well as preparing them for submission to domestic and foreign bodies, for the acquisition of circulation and/or import permits. Ms. Mitropoulou has submitted a responsible statement to the Company in which she declares that no final court decision has been issued within one (1) year, before or since his election respectively, recognizing his

culpability for loss-making transactions of the Company of Law 4548/ 2018, with related parties (article 3 par. 4. of Law 4706/2020).

13th subject of the daily agenda:

13) Various subjects and announcements.

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Gerakas Attikis 2 June 2023

MEDICON HELLAS S.A