

**FOURLIS HOLDINGS S.A.**

**Reg. No. in the G.C.R. (GEMI): 258101000**

*(former Reg. No. in the Registry for SAs: 13110/06/B/86/01)*



## **Resolutions of the Annual Ordinary General Assembly of the Company's shareholders, held on 12.06.2026**

In relation to the Ordinary General Assembly of the shareholders of the Company, held on Friday, the 12th of June 2026, the Company announces the following:

- a) the total number of shares of the Company on the date of the General Assembly's meeting amounted to 51,889,670 common ordinary registered shares. Each common share grants one vote.
- b) On the same date as the above-mentioned, the Company did not hold any of its own (treasury) shares.
- c) In the General Assembly participated or were represented within the specified time limits shareholders, holders of 32,638,554 shares in the total shares – voting rights 51,889,670, a number which corresponds to a percentage of 62.90% of the share capital.

It is noted that the shareholders were given the option to choose alternative ways of participating in the Ordinary General Assembly's meeting, in accordance with the provisions specifically set out in the invitation dated 18.05.2026 to convene the Ordinary General Assembly, and not by physical presence. For this purpose, the Company, prior to the convening of the General Assembly's meeting, has sufficiently ensured the ability of the shareholders to participate actively in the General Assembly and to exercise their rights, in accordance with the procedures set out in the invitation of the Board of Directors dated 18.05.2026 to the shareholders.

The resolutions taken with the corresponding percentage are the following:

**ISSUE 1<sup>st</sup>: Submission and approval of the financial statements, consolidated and corporate (Annual Financial Report) accompanied by the reports of the Board of Directors, including the Sustainability Report under art.154 of L. 4548/2018, and the Independent Certified Public Accountants-Auditors Report for the fiscal year 1/1/2025 - 31/12/2025.**

***Required quorum: 1/5 (20%) of the paid-up share capital.***

***Required Majority: 50% + 1 of the votes represented in the General Assembly.***

***Total number of valid votes: 32,638,554 or percentage 62.90%***

***Number of votes 'in favour of': 32,577,778 or percentage 99.81%***

***Number of votes 'against': 0 or percentage 0.00%***

***Number of abstentions: 60,776 or percentage 0.19%***

The Chairman of the Ordinary General Assembly proposed the approval of the Financial statements, consolidated and corporate, as accompanied by the attached relevant notes and reports of the Board of Directors and the Chartered Auditors, of the explanatory report of article 4 of L. 3556/2007, of the Audit Committee's Report of Acts provided for in article 44 par. 1 of L. 4449/2017, as well as the Corporate Governance Statement under articles 152 and 153 of L. 4548/2018, as well as the Sustainability Report under article 154 of L. 4548/2018 for the fiscal year 1/1/2025 - 31/12/2025.

The Ordinary General Assembly **accepted** the proposal of its Chairman and approved the agenda issue.

**ISSUE 2<sup>nd</sup>: Dividend distribution from the profits of the fiscal year 1/1/2025 - 31/12/2025.**

***Required quorum: 1/5 (20%) of the paid-up share capital.***

***Required Majority: 50%+1 of the votes represented in the General Assembly.***

***Total number of valid votes: 32,638,554 or percentage 62.90%***

***Number of votes 'in favour of': 32,638,554 or percentage 100.00%***

***Number of votes 'against': 0 or percentage 0.00%***

**Number of abstentions: 0 or percentage 0.00%**

The Chairman of the General Assembly proposed the decision making for the distribution of a total dividend of fifteen cents of euro (€ 0.15) per share, in accordance with articles 160 and 161 of L. 4548/2018, which is derived from the net profit of the fiscal year 1/1/2025 - 31/12/2025 after deduction of the provision for the formation of a statutory general reserve, in the amount of € 7,783,450.50 (total net profit of the fiscal year after deduction of the provision for the formation of a general reserve: 14,516,793.89 €). The amount of the dividend is subject to withholdings provided by law, and it will be paid through the operators of the beneficiaries, as defined in the Athens Stock Exchange Regulation.

Furthermore, the 30th of June 2026, a Tuesday, is proposed as a date for the determination of dividend beneficiaries (Record Date), the 29th of June 2026, a Monday, as ex-dividend date and the 3rd of July 2026, a Friday, as the starting date for the dividend payment, as already announced by the Company in the Financial Calendar of the year 2026.

The Ordinary General Assembly **accepted** the proposal of the Chairman of the General Assembly and decided to distribute a total dividend of fifteen cents of euro (€ 0.15) per share, in accordance with the above.

**ISSUE 3<sup>rd</sup>: Approval of the overall management and discharge of the Independent Certified Auditors from any liability.**

***Required quorum: 1/5 (20%) of the paid-up share capital.***

***Required Majority: 50% + 1 of the votes represented in the General Assembly.***

***Total number of valid votes: 32,638,554 or percentage 62.90%***

***Number of votes 'in favour of': 32,577,778 or percentage 99.81%***

***Number of votes 'against': 0 or percentage 0.00%***

***Number of abstentions: 60,776 or percentage 0.19%***

The Chairman of the General Assembly has proposed the approval of the overall management that took place during the fiscal year 2025, in accordance with article 108 of L. 4548/2018, as well as the discharge of the Independent Certified Auditors who carried out the audit of the Financial Statements of the fiscal year from any relevant liability.

The Ordinary General Assembly **accepted** the proposal of its Chairman and approved the agenda issue.

**ISSUE 4<sup>th</sup>: Election of Certified Public Accountants (regular and deputies), for the audit of the financial statements, consolidated and corporate, for the fiscal year 1/1/2026 - 31/12/2026, as well as for ensuring the submission of the report on sustainability for the same fiscal year 1/1/2026 - 31/12/2026 and determination of their remuneration.**

***Required quorum: 1/5 (20%) of the paid-up share capital.***

***Required Majority: 50% + 1 of the votes represented in the General Assembly.***

***Total number of valid votes: 32,638,554 or percentage 62.90%***

***Number of votes 'in favour of': 32,638,554 or percentage 100.00%***

***Number of votes 'against': 0 or percentage 0.00%***

***Number of abstentions: 0 or percentage 0.00%***

The Chairman of the Ordinary General Assembly, upon the proposal of the Audit Committee, recommended the election of the auditing Société Anonyme "GRANT THORNTON CERTIFIED AUDITORS AND BUSINESS ADVISORS SOCIETE ANONYME", for the audit of the Company's financial statements (incl. the consolidated Financial Statements as well) and for providing limited assurance on the submission of the Sustainability Report during the fiscal year 2026 by independent Certified Auditors (regulars and deputies), who will be appointed by this company.

Finally, the Chairman of the Ordinary General Assembly proposed, for the fiscal year 2026, as regards the remuneration of the auditors, for the audit of the financial statements (consolidated and corporate)

and for the preparation and granting of an audit report, including any expenditure in general related to the audit, as well as for the provision of limited assurance on the submission of the Sustainability Report, that the Board of Directors shall be authorised to determine the exact amount of such remuneration up to the amount of 88,000.00 euros plus VAT.

The Ordinary General Assembly **accepted** the proposal of its Chairman and approved the agenda issue.

**ISSUE 5<sup>th</sup>: Approval of remuneration of members of the Board of Directors for the fiscal year 1/1/2025 - 31/12/2025 and pre-approval of their remuneration for the fiscal year 1/1/2026 - 31/12/2026 in accordance with article 109 of L. 4548/2018.**

**Required quorum: 1/5 (20%) of the paid-up share capital.**

**Required Majority: 50% + 1 of the votes represented in the General Assembly.**

**Total number of valid votes: 32,638,554 or percentage 62.90%**

**Number of votes 'in favour of': 30,503,103 or percentage 93.46%**

**Number of votes 'against': 2,135,451 or percentage 6.54%**

**Number of abstentions: 0 or percentage 0.00%**

The Chairman of the General Assembly, on the issue of approval of remuneration of the members of the Board of Directors for the fiscal year 1/1/2025 - 31/12/2025 and the pre-approval of their remuneration for the fiscal year 1/1/2026 - 31/12/2026, proposed the following:

- a) the approval of the remuneration paid during the fiscal year 1/1/2025 - 31/12/2025, to the members of the Board of Directors, at a total amount of 1,119,808 Euros;
- b) the pre-approval of the remuneration already paid or payable during the fiscal year 1/1/2026 - 31/12/2026, to the members of the Board of Directors, up to the maximum total amount of EUR 815,000 and the granting of an authorization to the Board of Directors of the Company to determine, within the framework of the above ceiling, the exact amounts of remuneration and the time of their payment.

The Ordinary General Assembly **accepted** the proposal of its Chairman and approved the agenda issue.

**ISSUE 6<sup>th</sup>: Submission by the Audit Committee of its annual report of acts in accordance with article 44 par. 1 of L. 4449/2017.**

**Required quorum: 1/5 (20%) of the paid-up share capital.**

The Chairman of the General Assembly informed the shareholders that the Audit Committee has submitted to the General Assembly its Report of Acts for the fiscal year 1/1/2025 - 31/12/2025 in accordance with article 44 par. 1 of L. 4449/2017, as amended by article 74 of L. 4706/2020.

The Annual Report of Acts of the Audit Committee aims to inform the shareholders about the Committee's activities during the fiscal year 1/1/2025 - 31/12/2025 based on its prescribed responsibilities.

The Annual Activities' Report of the Audit Committee has been made available to the shareholders and investors through the Company's website: [www.fourlis.gr](http://www.fourlis.gr), while it has also been included as a distinct element in the Company's Annual Financial Report for the year 2025.

**ISSUE 7<sup>th</sup>: Submission of the report of the independent non-executive members of the Board of Directors in accordance with article 9 par. 5 of L. 4706/2020.**

**Required quorum: 1/5 (20%) of the paid-up share capital.**

The Chairman of the General Assembly informed the shareholders that the independent Vice-Chairman of the Board of Directors, in his capacity as Senior Independent Counsel of the Company and in order

to inform the shareholders about the activities of the independent non-executive members of the Board of Directors during the fiscal year 1/1/2025 - 31/12/2025, has submitted to the General Assembly a relevant report in accordance with article 9 par. 5 of L. 4706/2020.

The Annual Report of the independent non-executive members of the Board of Directors has been made available to the shareholders and investors through the Company's website: [www.fourlis.gr](http://www.fourlis.gr).

**ISSUE 8<sup>th</sup>: Submission for discussion and voting of the Remuneration Report of the members of the Board of Directors for the fiscal year 1/1/2025 - 31/12/2025 in accordance with article 112 par. 3 of L. 4548/2018.**

***Required quorum: 1/5 (20%) of the paid-up share capital.***

***Required Majority: 50% + 1 of the votes represented in the General Assembly.***

***Total number of valid votes: 32,638,554 or percentage 62.90%***

***Number of votes 'in favour of': 28,070,647 or percentage 86%***

***Number of votes 'against': 4,567,907 or percentage 14%***

***Number of abstentions: 0 or percentage 0.00%***

The Chairman of the Board of Directors submitted for discussion and voting, by the General Assembly, the Remuneration Report of the members of the Board of Directors for the fiscal year 1/1/2025 - 31/12/2025 in accordance with article 112 par. 3 of L. 4548/2018, which has been made available to the shareholders and investors on the Company's website: [www.fourlis.gr](http://www.fourlis.gr).

The Remuneration Report includes a comprehensive overview of the total remuneration received by the members of the Board of Directors during the fiscal year 2025, as well as the other required under article 112 par. 2 of L. 4548/2018 information and has been prepared with diligence by the Board of Directors and in accordance with the Remuneration Policy as this is currently in force after its revision by the Ordinary General Assembly's meeting of the shareholders dated 20.06.2025, after relevant recommendations of the Nomination and Remuneration Committee of the Company have been taken into account and the auditors of the Company have checked whether and to what extent the information of article 112 of L. 4548/2018 has been provided.

It is noted that the shareholders' vote on the Remuneration Report is advisory in nature, in accordance with article 112 par. 3 of L. 4548/2018.

The Ordinary General Assembly, accepting the proposal of its Chairman, **voted in favour** of the remuneration report submitted to the members of the Board of Directors for the fiscal year 1/1/2025 - 31/12/2025.

**ISSUE 9<sup>th</sup>: Distribution of part of the balance of the net retained profits of the fiscal year 2025 as remuneration to Executive Members of the Board of Directors and senior management officers of the Company. Granting of Authorization to the Board of Directors to determine the beneficiaries and to take any required action.**

***Required quorum: 1/5 (20%) of the paid-up share capital.***

***Required Majority: 50% + 1 of the votes represented in the General Assembly.***

***Total number of valid votes: 32,638,554 or percentage 62.90%***

***Number of votes 'in favour of': 32,631,775 or percentage 99.98%***

***Number of votes 'against': 6,779 or percentage 0.02%***

***Number of abstentions: 0 or percentage 0.00%***

The Chairman of the General Assembly proposed the distribution, as remuneration to Executive Members of the Board of Directors and senior management officers of the Company, of part of the profits made during the fiscal year 01.01.1.2025 to 31.12.2025, in the total amount of two hundred and fifty-five thousand four hundred and seven euros (€ 255,407.00). In addition, it was proposed that the Board of Directors shall be given authorisation to determine the beneficiaries (executive members of

the Board of Directors & senior management officers) and for any action that will be required for the purposes of implementing the decision to be taken.

The Ordinary General Assembly **accepted** the proposal of its Chairman and approved the agenda issue.

**ISSUE 10<sup>th</sup>: Share capital increase through capitalization of reserves and issuance of 242.785 new common registered voting shares, in order to make them available free of charge to the beneficiaries of the Third Series of the approved by the Ordinary General Assembly of the shareholders dated 16.06.2023 Stock Grant Program in accordance with the provisions of article 114 of L. 4548/2018 (as currently in force after its amendment by the resolutions of the Ordinary General Assembly's Meetings of the Company's shareholders dated 21.06.2024 and 20.06.2025). Subsequent amendment of Article 3 of the Articles of Association.**

**Required quorum: 1/5 (20%) of the paid-up share capital.**

**Required Majority: 50% + 1 of the votes represented in the General Assembly.**

**Total number of valid votes: 32,638,554 or percentage 62.90%**

**Number of votes 'in favour of': 32,631,775 or percentage 99.98%**

**Number of votes 'against': 6,779 or percentage 0.02%**

**Number of abstentions: 0 or percentage 0.00%**

The Chairman of the General Assembly proposed that a decision shall be taken to increase the share capital by the amount of two hundred forty-two thousand seven hundred and eighty-five euros (€ 242,785.00), by capitalization of an equivalent part of distributable reserves (in particular: by an amount of € 242,785.00 from the reserve from the issuance of shares above par).

The above, through the capitalization of the aforementioned reserve, increase of share capital will be realized by the issuance of 242.785 new common registered shares with voting rights of the Company, with a nominal value of 1,00 Euros each.

The issuance of the new shares will take place in order that the decision dated 16.06.2023 of the Ordinary General Assembly of the Company's shareholders on the establishment of a Program for the free allocation of shares to the Company's senior executives and to the senior executives of its related companies, is implemented, under article 114 of L. 4548/2018 (as currently in force after its amendment by resolutions of the Ordinary General Assembly's meetings of the Company's shareholders dated 21.06.2024 and 20.06.2025) ("the Program"), in conjunction with the decision of the Board of Directors dated 18.05.2026, pursuant to which the beneficiaries of the Third Series of the Program were determined based on the proposal of the Nomination and Remuneration Committee dated 15.05.2026.

After the above increase of the share capital with capitalization of reserves, the Company's share capital will amount to fifty-two million one hundred and thirty-two thousand four hundred and fifty-five euros (€ 52,132,455.00), divided into fifty-two million one hundred and thirty-two thousand four hundred and fifty-five (52.132.455) registered shares with a nominal value of one euro (€ 1.00) each.

Subsequently, it is proposed to amend article 3 of the Company's Articles of Association, that relates to the share capital, by adding a paragraph under number 32, where reference will be made to the resolution of the General Assembly of Shareholders on the increase of the share capital with capitalization of reserves and the subsequent formation of the share capital, as follows:

«

#### Article 3

#### SHARE CAPITAL

[.....]

32. Upon resolution of the general meeting of shareholders of the company, that was convened on the 12th of June 2026, the share capital of the company was increased by the amount of two hundred and forty-two thousand seven hundred eighty-five euros (€242,785.00) upon the capitalization of an equivalent part of distributable reserves and the issuance of two hundred and forty-two thousand

seven hundred eighty-five (242.785) new registered shares of a nominal value of one euro (€ 1.00) each. This increase took place under the Free Stock Grants Program (stock grants) under article 114 of L. 4548/2018, which was approved by the resolution of the general assembly's meeting of the shareholders of the company, held on 16.06.2023 and amended by the resolutions of the general assembly's meetings of the company's shareholders dated 21.06.2024 and 20.06.2025.

Thus, the share capital of the company shall amount now to fifty-two million one hundred and thirty-two thousand four hundred and fifty-five euros (**€52,132,455.00**) divided into fifty-two million one hundred and thirty-two thousand four hundred and fifty-five (**52.132.455**) registered shares with of a nominal value of one euro (€ 1.00) per each share.

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It is noted that the full text of the Company's Articles of Association as it will be formed after the approval of its proposed amendments (Codified Articles of Association) has been uploaded and is available to the investing public on the Company's webpage <https://www.fourlis.gr>.

The Ordinary General Assembly **accepted** the proposal of its Chairman and approved the agenda issue.

**Issue 11<sup>th</sup>: Announcement of the election of a new executive member of the Board of Directors, in replacement of a resigned member.**

***Required quorum: 1/5 (20%) of the paid-up share capital.***

***Required Majority: 50% + 1 of the votes represented in the General Assembly.***

***Total number of valid votes: 32,638,554 or percentage 62.90%***

***Number of votes 'in favour of': 32,638,554 or percentage 100.00%***

***Number of votes 'against': 0 or percentage 0.00%***

***Number of abstentions: 0 or percentage 0.00%***

The Chairman of the General Assembly announced to the shareholders that with the decision of the Board of Directors dated 01.07.2025 (relevant is the minutes of the Board of Directors no. 486/01.07.2025), on the basis of a relevant proposal of the Nomination and Remuneration Committee, formulated in the light of the fulfillment of the conditions and criteria provided for by the currently applicable regulatory framework and the Company's Charter of Operation and the Regulations and Policies governing the applicable corporate governance framework, Mr. Ioannis Vasilakos son of Dimitrios was elected as new CEO and executive member of the Board of Directors, replacing the resigned Mr. Dimitrios E. Valachis, for the remaining term of office of the current Board of Directors, which expires on 17.06.2027 and is automatically extended, in accordance with the Law and the Company's Articles of Association, until the date of the Ordinary General Assembly to be convened after that date. Following the above announcement, the Chairman proposed to the General Assembly the approval of the election of Mr. Ioannis D. Vassilakos as new CEO and executive member of the Board of Directors, replacing the resigned CEO and executive member of the Board of Directors Mr. Dimitrios E. Valachis.

It should be noted that in order to formulate the above proposal, the Board of Directors has taken into account in particular:

a) that Mr. Ioannis Vassilakos meets all the individual suitability criteria based on the Fit and Proper Policy applicable to the members of the Board of Directors ([https://www.fourlis.gr/ir/corporategovernance/codes/suitability\\_policy](https://www.fourlis.gr/ir/corporategovernance/codes/suitability_policy)), namely the adequacy of knowledge and skills, the guarantees of morality and reputation, the absence of conflict of interest, the independence of judgment and the availability of sufficient time. In particular:

- The adequacy of his knowledge and skills is documented by the curriculum vitae of the above member of the Board of Directors, which has been brought to the attention of the shareholders and from which it appears that Mr. Vasilakos has the required knowledge of and experience in the way large Groups of Companies such as the FOURLIS Group are organized, managed and operated, of the Group's goods and services and a deep understanding of its business model and strategy in general, as well as a significant overall professional development over time, knowledge and understanding of corporate governance issues and the relevant framework of the Company and understanding of the operation of the Boards of Directors.

- As to the guarantees of morality and reputation, these arise from his professional route and career to-date. In addition, there is no impediment of the issuance, within the last year before his election, of a final court decision that recognizes his fault for loss-making transactions of a company organised under Law 4548/2018 with related parties.
- As regards the conflict of interest, Mr Vasilakos has been informed about the Policy and Procedure for the Prevention, Detection and Management of conflicts of interest of the Company ([https://www.fourlis.gr/Files/IR/Corporate%20Governance/el/ConflictOfInterestPolicy\\_el.pdf](https://www.fourlis.gr/Files/IR/Corporate%20Governance/el/ConflictOfInterestPolicy_el.pdf)) and has filed a Declaration of Absence of a Conflict of Interest.
- As regards the independence of judgment, it was evaluated that Mr. Vasilakos has the necessary behavioral skills to actively participate in the meetings of the Board of Directors and to take his own proper, objective and independent decisions and judgments upon performance of his duties.
- As regards the availability of sufficient time, Mr. Vasilakos has received information about the estimated time, that is required to devote to his duties and to the meetings of the Board of Directors and the Committees that he participates as a member, and he has the necessary time required for the smooth performance of his duties.

The curriculum vitae of Mr. Ioannis Vasilakos has as follows:

Personal Information:

Nationality: Greek

Year of Birth: 1974

Experience:

2010– 2025: Kotsovolos - Member of PPC Group

- CEO & Vice Chairman of the BoD. (2018 - 2025)

- Chief Operating Officer (2015 - 2018)

- Chief Commercial Officer (2017 - 2018)

- Director New Sales Channels (2013 - 2014)

- Chief Commercial Officer (2010 - 2013)

2003– 2008: Multirama S.A. - Retail Manager & Commercial Director

Vice Chairman of the BoD. 2006– 2008

2002– 2003: Informer S.A. - Hospitality Business Unit Manager

Development and distribution of ERP and POS solutions in the hotel industry.

1997– 2002: Pouliadis & Associates S.A. - Marketing Manager Industrial and Retail Solutions Division

An Information Note of the Board of Directors regarding the proposal on the nomination of Mr. Ioannis Vasilakos as new CEO and executive member of the Board of Directors, which includes justification of the nomination, the curriculum vitae of the above nominated member and the determination of the eligibility criteria in accordance with the Company's Fit and Proper policy, has been made available to the shareholders and the investing public through the Company's website: <https://www.fourlis.gr> .

The Ordinary General Assembly **accepted** the proposal of its Chairman and approved the agenda issue.