



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)

**EXPLANATORY NOTE ON THE AGENDA ISSUES
OF THE ANNUAL ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS
DATED 12/06/2026**

Messrs. shareholders are informed that the total number of shares of the Company under the name "FOURLIS HOLDINGS SOCIETE ANONYME", that exist on the 18th of May 2026 (*date of the invitation to convene the Ordinary General Assembly's meeting to be held on the 12st of June 2026*) amounts to 51,889,670 common registered shares and on that date the Company does not hold any of its own (treasury) shares. Each common share shall grant the right to one vote.

The shareholders are granted the option to choose alternative ways of participating in the ordinary General Assembly's meeting, in accordance with the following specific provisions, and not by physical presence. For this purpose, the Board of Directors shall ensure that before the General Assembly has been convened, the ability of the shareholders to participate actively in it and exercise their rights, in accordance with the procedures specified in the invitation dated 18.05.2026 to convene the Ordinary General Assembly's meeting has been adequately guaranteed.

The following constitutes a brief explanatory note on the agenda issues of the Annual Ordinary General Assembly's meeting to be held on the 12th of June 2026.

ISSUE 1st: 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.

The following statements and reports are submitted for approval by the General Assembly: the Annual Financial Statements for the fiscal year 1/1-31/12/2025, approved by the Board of Directors of the Company at its meeting on 30/03/2026, the Management Report of the Board of Directors for the fiscal year 2025, the Explanatory Report of the Board of Directors in accordance with article 4 of L. 3556/2007, the Corporate

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Governance Statement under articles 152 and 153 of L. 4548/2018 and the relevant Report of the Independent Certified Auditors, as well as the Sustainability Report under article 154 of L. 4548/2018.

The Annual Financial Statements for the year 2025, the Management Report and the BoD's Explanatory Report, as well as the Corporate Governance Statement, the Report of the Independent Certified Auditors, and the Sustainability Report have been included in the Company's Annual Financial Report for the year 2025, provided by article 4 of L. 3556/2007 and are available to the shareholders and investors on the Company's website: <https://www.fourlis.gr/>.

ISSUE 2nd: Dividend distribution from the profits of the fiscal year 1/1/2025 - 31/12/2025 and from the profits of previous years.

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

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

The General Assembly is invited to approve the proposal of the Board of Directors for the distribution of a 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 €).. 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 payment 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.

ISSUE 3rd: 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.

The Ordinary General Assembly is called upon to decide on 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

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discharge of the Independent Certified Auditors who conducted the audit of the Financial Statements of the fiscal year from any relevant liability.

It is clarified that in the relevant vote the members of the Board of Directors and the employees of the company are entitled to participate only with shares they own, or as representatives of other shareholders, provided that they have been duly authorized to comply with express and specific voting instructions.

ISSUE 4th: 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.

The Board of Directors, upon relevant recommendation of the Audit Committee, proposes 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.

It also recommends the determination of the total remuneration of the above audit company, for the audit of the financial statements (consolidated and corporate) for the fiscal year 2026 and the preparation and granting of an audit report, including any expenditure in general related to the audit, as well as the provision of limited assurance on the submission of the Sustainability Report for the same fiscal year, up to the amount of € 88,000.00 plus VAT.

ISSUE 5th: 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.

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The Board of Directors proposes approval, in their entirety, of the remuneration amounting to € 1,119,808.00, paid to its members for the fiscal year 2025.

Detailed information on the remuneration paid for the year 2025 is included in the Remuneration Report of the corresponding fiscal year, which is available on the corporate website: <https://www.fourlis.gr/>

Further, the Board of Directors proposes the pre-approval, in their entirety and at a maximum (ceiling), of the remuneration amounting to a total of € 815,000.00 to be paid to its members for the fiscal year 2026.

ISSUE 6th: 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 Board of Directors announces to Messrs. shareholders that the Audit Committee has submitted to the General Assembly the Report of its 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 acts 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: <https://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 7th: 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 Independent Vice-Chairman of the Board of Directors, in the context of informing 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 and in his capacity as Senior Independent Counsel of the Company, has submitted to the General Assembly a relevant Report in accordance with article 9 par. 5 of L. 4706/2020, which has been made available to the shareholders and investors through the Company's website: <https://www.fourlis.gr/>



The full text 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, for the fiscal year 1/1/2025 - 31/12/2025, has as follows:

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Report of the Independent Members of the Board of Directors of FOURLIS HOLDINGS SA to the Ordinary General Assembly of the Shareholders dated 12/6/2026, in accordance with article 9 par. 5 of L. 4706/2020

To the Ordinary General Assembly of the Shareholders of the year 2026

Ladies and Gentlemen Shareholders,

This report is submitted jointly by the independent non-executive members of the Board of Directors (the "BoD") of FOURLIS HOLDINGS SA (the "Company") to the Ordinary General Assembly of the Company's Shareholders dated 12 June 2026, in accordance with article 9 par. 5 of L. 4706/2020.

During the preparation of this Report, the Board of Directors of the Company consists of nine (9) members, of which four (4) are executive, five (5) are independent non-executive. The detailed CVs of the members are available on the Company's website. The percentage rate of the under-represented gender on the Board is 44% (four out of nine members).

The Board of Directors is characterized by diversity, including members with different backgrounds who possess diverse skills, knowledge and experience and gender diversity. For their election the requirements of the law have been taken into account, the Fit and Proper Policy for the members of the Board of Directors, as well as the Equal Opportunities and Diversity Policy adopted by the Company.

The Board of Directors, which operates effectively in order to serve the long-term interests and the sustainability of the Company, exercises its powers in accordance with the provisions of the legislation for *societe anonymes* and companies with securities listed on a regulated market, the Company's Articles of Association, the Board of Directors' Charter of Operation and taking into account the requirements of the Hellenic Corporate Governance Code (HCGC) which it has adopted and applies.

The executive members of the Board of Directors shall deal with the day-to-day management issues of the Company and the supervision of the execution of the decisions of the Board of Directors. The executive members of the Board of Directors participate in a strictly limited number of other Boards of Directors (outside the Group companies). The executive members of the Board of Directors include two (2) members of the under-represented gender.

The non-executive members of the Board of Directors are responsible for supervising the execution and enforcement of the decisions of the Board of Directors and supervising the issues of tasks entrusted to them by decision of the Board of Directors.

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The non-executive members of the Board of Directors meet at least annually, or/ and extraordinarily when judged appropriate without the presence of executive members in order to discuss the performance of the latter. At these meetings the non-executive members do not act as a de facto body or committee of the Board of Directors.

Non-executive directors may request, in accordance with the procedure set out in the Board of Directors' Charter of Operation, to communicate with the Company's senior management through regular presentations by the heads of divisions and services.

The non-executive members of the Board of Directors shall not participate in the Boards of Directors of more than five (5) listed companies and in the case of the Chairman, when he is non-executive, of more than three (3).

A non-executive member of the Board of Directors shall be considered independent, provided that, in their appointment and during their term of office, they do not directly or indirectly hold a percentage of voting rights greater than zero comma five per cent (0,5%) of the share capital of the Company and are free from financial, business, family or other types of dependency relationships, which can influence their decisions and their independent and objective judgment.

The Independent Vice-Chairman shall support the Chairman and act as a liaison between the Chairman and the members of the Board of Directors.

Furthermore, the Independent Vice-Chairman shall head the evaluation of the Chairman conducted by the members of the Board of Directors as well as preside at the meetings of the non-executive members of the Board of Directors.

The Independent Vice-Chairman is obliged to be available and present at the General meetings of the Company's shareholders in order to discuss corporate governance issues when and if they arise.

The Independent Vice-Chairman monitors and ensures the smooth and effective communication between the Committees of the Board of Directors and the Board of Directors. He/she shall coordinate the non-executive members of the Board of Directors, including the independent members, in fulfilling their obligations.

The Board of Directors and its Committees are supported by a competent, qualified and experienced Company Secretary. The role of the Company Secretary is to provide practical support to the Chairman and the other members of the Board of Directors, collectively and individually, in the light of the compliance of the Board of Directors with the internal rules and the relevant laws and regulations.

The three-member Audit Committee of the Board of Directors consists of three (3) independent non-executive members of the Board of Directors and its Chairman is an independent non-executive member of the Board of Directors. Its primary purpose is to support the Board of Directors in its duties to ensure the adequate and effective operation of the Company's Internal Control System regarding the supervision of regular audit, the financial and non-financial reporting process (Sustainability Report by CSRD) and the

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internal control, regulatory compliance and risk management system, the supervision of the Internal Audit Department and the sustainable development.

The three-member Nomination and Remuneration Committee of the Board of Directors consists of three (3) independent non-executive members of the Board of Directors and its Chairman is an independent non-executive member of the Board of Directors. Its primary purpose is to support the Board of Directors in its duties regarding the remuneration of the persons falling within the scope of the Remuneration Policy and the Company's executive officers, in particular, the Head of the Internal Audit Unit and to ensure the smooth succession of the members of the Board of Directors as well as the senior executive officers in order to achieve the Company's long-term success.

The three-member Sustainability Committee of the Board of Directors consists of two (2) executive and one (1) independent non-executive member of the Board of Directors and its Chairman is an executive member. The main role of the Committee is to support the Board of Directors in relation to the oversight, coordination and promotion of policies, procedures and actions related to Sustainable Development / Sustainability and to oversee the fulfillment of the Group's ESG (Environment, Society, Governance) disclosure obligations through the Group's CSRD Sustainability Report.

The four-member Digital Transformation Committee of the Board of Directors consists of three (3) independent non-executive members and one (1) executive member of the Board of Directors, and its Chairman is an independent non-executive member. The main task of the Committee is to be an advisory body to the Board of Directors on issues relating to the monitoring of developments in the fields of digital technology and the supervision of the Group's utilisation of related actions, in order to achieve its strategic objectives, as well as cybersecurity.

In this context, within the year 2026, a meeting of the non-executive members of the Board of Directors of the Company was held, without the presence of the executive members in order to discuss the performance of the executive members during the year 2025.

For the year 2025, with the coordination of the Nomination and Remuneration Committee, the methodology of collective evaluation of the Board of Directors, of the Committees of the Board of Directors, of the Chairman of the Board of Directors as well as of the Company Secretary has been applied. In the same way, the methodology of the individual evaluation of the members of the Board of Directors has also been applied.

The results of the BoD's collective evaluation were presented by the Company Secretary at the meeting dated 24/11/2025. At the same BoD's meeting, the Chairman informed the members that the individual evaluation of the members has been completed.

Furthermore, within the year 2025, with the cooperation of the Nomination and Remuneration Committee and the Audit Committee, the replacement of the Head of the Internal Audit Unit and ERM was completed. In addition, the Nomination and Remuneration Committee started in 2025 and will complete in 2026, the

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process of defining the design methodology for succession of the members of the Board of Directors and Executive Officers in relation to the Company's purpose and strategy.

The Nomination and Remuneration Committee in 2025, applying the procedure of soliciting members of the Board of Directors and Executive Officers, suggested the election of Mr. Ioannis D. Vasilakos as new Chief Executive Officer and executive member of the Board of Directors, in replacement of the resigned Chief Executive Officer and executive member of the BoD Mr. Dimitrios E. Valachis, for the remaining term of the Board of Directors.

The Nomination and Remuneration Committee in 2025 recommended the revision of the Remuneration Policy for BoD's members and Executives and the targeting of the long-term incentive (LTI) program, and proceeded to the provision of information to the Board of Directors on the achievement of targets and the proposal of target-based share allocations.

For the year 2025, with the coordination of the Audit Committee, a tender for the services of auditors was conducted and after the evaluation of the bids, it was proposed to the Board of Directors and then to the General Assembly, the appointment of Grant Thornton for the audit of the financial statements and the 2025 Sustainability Report.

Further, within the year 2025, under the supervision of the Audit Committee, an assessment of the Internal Control System (ICS) was conducted by an external evaluator for the three-year period 2023 - 2025, without material weaknesses and findings, as well as the assessment of the Corporate Governance System (CGS) by the Head of the Internal Audit Unit for the three-year period 2023 - 2025, without findings.

The Audit Committee in 2025 was informed in detail about all the Group's insurance policies and received assurance on the adequacy of the insured funds and coverages.

Within the year 2025, the Board of Directors oversaw the Company's response to consumer pressures and to a cybersecurity incident that affected its information systems in November 2024 and confirmed the importance of continued investment in the Group's organisational readiness and digital resilience, with the aim of continuously enhancing prevention, response and recovery in a high-threat environment.

Within the framework of corporate governance, the Board of Directors approved the adoption of further policies and procedures in order to comply with the provisions of Articles 1-24 of Law 4706/2020 on corporate governance, but also with the currently applicable Hellenic Code of Corporate Governance as well as to strengthen the corporate culture, which is founded on values of business ethics and the protection of the interests of the shareholders, as well as of all the stakeholders.

Within the year 2025, two new Board of Directors' Committees were established, the Sustainability Committee and the Digital Transformation Committee, which were established in recognition of the need for the Board of Directors to focus on the developments in the areas of Sustainability and technology, digital transformation and cybersecurity that significantly impact the Group's operations.

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For the year 2025 the Sustainability Committee oversaw the process of preparing the Sustainability Report in compliance with the CSRD and based on the European Sustainability Standards. It also recommended the sustainable development strategy to the Board of Directors as well as the sustainability objectives (short, medium and long term) and was informed about their achievement.

For the year 2025, the Digital Transformation Committee recommended KPIs for the digital security projects of the information systems and was continuously updated on the progress of the implementation of the strategic development plan of the IT Department.

The Board of Directors shall meet ordinarily and extraordinarily, if required. All members of the Board of Directors attended the meetings of 2025 in person. All independent non-executive members of the Board of Directors participated in the meetings that dealt either with the preparation of the financial statements or with issues approved by the General Assembly with an increased quorum and majority.

Further, the issues submitted to the General Assembly of Shareholders to which this report is addressed, have been approved by a unanimous vote of the members of the Board of Directors, including the independent non-executive members.

The independent non-executive members of the Board of Directors shall provide effective oversight of the proposals of the executive members, examine them thoroughly, express their views openly and shall be able to challenge them constructively on the basis of information received, ensuring that the interests of all stakeholders are taken into account in the discussions and decision-making of both the Board of Directors and its Committees in which they participate.

The effective participation of independent non-executive directors in the Board of Directors and in the work of its Committees demonstrates that they act with independent will and due diligence, devoting sufficient time to the effective performance of their duties so that their participation should be in the best interest of all stakeholders.

Kifissia, on the 18th of May 2026

The independent non-executive members of FOURLIS HOLDINGS SA

Stylianos Stefanou, son of Markos

Nikolaos Lavidas, son of Panagiotis

Maria Georgalou, daughter of Sofoklis

Stavroula Kampouridou, daughter of Alexandros

Konstantinos Paikos, son of Petros-Elias

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ISSUE 8th: 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.

The Board of Directors shall submit 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: <https://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 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.

The full text of the Remuneration Report of the members of the Board of Directors for the fiscal year 1/1/2025 - 31/12/2025 has as follows:

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Remuneration Report of FOURLIS HOLDINGS S.A. under article 112 of L.4548/2018 for the year 2025

1. Introduction

The present Remuneration Report (hereinafter referred to as the "Report") concerns the members of the Board of Directors (BoD) of FOURLIS HOLDINGS SA (hereinafter referred to as the "Company") and has been approved by the BoD of the Company under its decision dated 18 May 2026.

This is the 7th report of this kind, which describes how the Company's Remuneration Policy (hereinafter the Policy), the fifth version of which was approved by the Annual General Meeting (AGM) of Shareholders on 20/6/2025, is posted on the Company's website <http://www.fourlis.gr> and includes the remuneration of the members of the Board of Directors as well as any benefits granted to any member of the Board of

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Directors of the Company, paid either by the Company or by any other affiliated company in accordance with Article 99, par. 2(a) of L. 4548/2018.

The Report has been prepared in accordance with Directive EU 2017/828 of the European Parliament and of the Council dated 17 May 2017 regarding the encouragement of the long-term active participation of SRD II shareholders, as incorporated into Greek law by L. 4548/2018 (article 112) and taking into account the European Commission's Guidelines on the standardised presentation of the Report.

For the preparation of the 2025 Remuneration Report, the Board of Directors took into account the result of the voting of the Remuneration Report of the previous financial year, as provided for in paragraph 3 of article 112 of L. 4548/2018.

Information on the course of FOURLIS HOLDINGS SA and the FOURLIS Group in the year 2025

The parent company FOURLIS HOLDINGS SA with its direct and indirect subsidiaries constitute the FOURLIS Group (hereinafter referred to as the Group) which operates in the sectors of retail sale of household equipment and furniture (IKEA Stores), retail sale of sports equipment (INTERSPORT Stores) and retail sale of health and wellness equipment (Holland & Barrett Stores). The real estate investment activity through TRADE ESTATES SA is presented as a discontinued operation of the Group in the financial statements for the year 2025, due to the reduction of the stake in the company to 47.1%, the loss of control and the deconsolidation.

The Group's direct and indirect subsidiaries included in the 2025 consolidated figures by industry and country of operation are presented in the Company's financial report available on the Company's website <http://www.fourlis.gr>.

Consolidated Group results (in thousands of euros):

	2025	2024	2025/2024
Sales revenue	593.667	529.692	1,12
Earnings before interest, taxes - EBIT	30.747	26.742	1,15
Profits before taxes (PBT)	29.566	7.741	3,82
Net profit after tax from a continuing operation	23.160	6.206	3,73
Net profit after tax from a discontinued operation	7.556	20.494	0,37
Net profit after tax of owners of the parent company	30.304	19.956	1,52

2. Summary of the Remuneration Policy

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The Policy applies to the remuneration of all members of the Board of Directors of the Company, for the executive members of which it provides for fixed and variable remuneration, while for the non-executive members it provides for fixed remuneration only.

The following Table sets out the key points of the Remuneration Policy for **executive members** of the BoD:

Remuneration	Application	Ceilings and link to performance
Fixed Remuneration	Remuneration amounts are reviewed annually, without necessarily increasing.	<p>The increase, if given, is discretionary and is not expected to exceed the average increase for all employees.</p> <p>The following shall also be taken into account:</p> <ul style="list-style-type: none"> • The performance of the Company; • The performance and experience of the member; • The salary and other working conditions prevailing in the Company; • The inflation rates.
Short-term program of annual variable remuneration (MBO) (Management Objectives) by	<p>The BoD determines the performance criteria and their weighing for the short-term incentive plan in accordance with the business strategy for the specific year.</p> <p>Payments under the short-term incentive plan may be recovered for a period of at least three (3) years from the date of payment, under certain circumstances, including inaccurate financial statements from previous years or generally incorrect financial data used to calculate such payments.</p> <p>The Company may allocate the fee from the payment of the short-term variable annual remuneration plan from the Company's earnings in accordance with applicable law.</p>	<p>The annual variable remuneration for the achievement of 100% of the targets cannot exceed 65% of the executive's annual gross remuneration and in case of achieving higher results the maximum (ceiling) annual variable remuneration of the members cannot exceed 100% of the annual fixed remuneration. The percentage of the annual fixed remuneration of the members varies according to the size of their role and their contribution to the Company's results.</p> <p>The BoD sets challenging targets based on financial and non-financial criteria. The main criteria are EBITDA/EBIT and sales revenue. There is of course the possibility to set qualitative targets, but in any case they should be measurable.</p> <p>In case non-financial (personal) targets are set for the member, in addition to the financial targets, then the weight of the personal</p>

Remuneration	Application	Ceilings and link to performance
		targets cannot exceed 20% of the total targets set to the member.
<p>Long-term Incentive Plan (Stock Options, Performance-based Shares)</p>	<p>The Company operates rolling stock option and performance stock option plans.</p> <p>As regards new programs/plans, the stock options may not be exercised and the shares may not be sold earlier than 3 years from the date of the grant (lock up period 3 years).</p> <p>The benefits under long-term incentive plans may be recovered for a period of at least three (3) years from the date of payment, under certain circumstances, including inaccurate financial statements of previous years or generally incorrect financial data used to calculate such payments.</p>	<p>The Board of Directors sets challenging targets for long-term incentive plans as part of the Company's long-term business plan.</p> <p>The objectives mainly relate to financial performance, customer experience and sustainability and, in any case, are measurable and disclosed either on the basis of published financial and non-financial data or using internationally accepted evaluation methods.</p> <p>The calculation of the achievement of the targets is clearly set out in the Annual Remuneration Report.</p> <p>Long-term incentive plans (stock options, performance-based shares) for achieving 100% of the targets cannot exceed 60% of the executive's annual fixed remuneration. The percentage of the annual fixed remuneration of the members varies according to the size of their role and their contribution to the Company's results.</p> <p>For the plans in force, the maximum total number of shares to be issued per plan may not exceed 5% of the Company's share capital and the ceiling of 5% shall apply in aggregate for all the plans, except for long-term plans with particularly demanding performance criteria, whereby the maximum total ceiling will not exceed 10%.</p>
<p>Pension Benefit</p>	<p>The Company shall provide a specified contribution pension scheme.</p>	<p>This benefit is in line with the Policy applicable to other executives of the Company.</p>

Remuneration	Application	Ceilings and link to performance
		The ceiling cannot exceed 12% of the fixed remuneration.
Directors' and Officers' Liability Insurance (D&O)	The Company provides directors' and officers' liability insurance to all members of the Board of Directors to protect the members of the Board of Directors against any individual liability that may arise in their capacity as members of the Board of Directors.	The maximum compensation is set at EUR 2 million per claim and a total of EUR 10 million
Other benefits	Including, but not limited to, benefits such as private health insurance, life insurance, company car/car allowance and fuel card.	There is no ceiling on the benefits that can be granted to the executive member of the Board of Directors. The benefits are in line with market practices and the Company's policy for employees.

The table below sets out the key points of the Remuneration Policy for the **non-executive members** of the BoD, including the non-executive Chairman of the BoD:

Remuneration	Determination of the remuneration level
<p>The non-executive members of the Board of Directors shall receive the basic remuneration and shall be paid additional remuneration for their participation in committees. The non-executive members of the Board of Directors are not eligible to participate in any incentive plans.</p> <p>The non-executive members of the Board of Directors are paid a fixed fee which covers the time required for the performance of their duties. The said fixed remuneration shall cover the time spent attending the BoD's meetings and the meetings of the Committees of the BoD, including preparation time.</p>	<p>When determining the remuneration levels of the non-executive members of the Board of Directors, the market practice in respect of companies of a similar size on the basis of market value, revenues, profits, complexity, structure and international dimension, shall be taken into account.</p> <p>The maximum amount (ceiling) of the annual total basic remuneration is determined by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee and is subject to approval by the Annual Ordinary General Meeting of Shareholders.</p> <p>There is no predetermined level of annual remuneration or increase in remuneration, nor is there a predetermined maximum level of remuneration. The BoD is guided by the general level of remuneration and market increases for the non-executive members of the Board of Directors.</p> <p>In any case, the non-executive member of the Board of Directors must not receive any significant remuneration or benefit from the Company or from an affiliated company within the meaning of Article 9 of L. 4706/2020 or participate in a stock option scheme or any other performance-related remuneration or benefit scheme other than the remuneration for his/her participation in the Board</p>

Remuneration	Determination of the remuneration level
	<p>of Directors or its Committees, as well as in the receipt of fixed benefits under a pension scheme, including deferred benefits for past services provided to the Company.</p> <p>When an independent member of the Board of Directors of FOURLIS HOLDINGS SA participates as a non-executive member in the Board of Directors of an affiliated company of FOURLIS Group in accordance with the International Accounting Standard (IAS) 24, this member may receive remuneration for such participation in accordance with the Remuneration Policy of the affiliated company</p> <p>For the independent non-executive members of the Board of Directors, those mentioned for the non-executive members of the Board of Directors shall apply.</p>

The current Remuneration Policy for the Members of the Board of Directors is published on the Company's website <http://www.fourlis.gr>.

3. Remuneration for the year 2025 of the members of the Board of Directors (par. 2^a, article 112 of L.4548/2018)

Table 1 shows the total remuneration granted or paid to the members of the Board of Directors, with a breakdown of its individual components, the relative percentages of fixed and variable remuneration and an explanation of how the performance criteria are applied and how the total remuneration complies with the approved Remuneration Policy. The performance criteria at Group level were EBIT, sales revenue and the EBIT/sales revenue index whereas the achievement is presented in Table 2.

The average remuneration of full-time employees, excluding the Company's executives in 2025 amounted to EUR 42.241. The remuneration of the members of the Board of Directors is presented in Table 1 and in aggregate it amounts to EUR 2.462.046, of which EUR 1.119.808 relates to the Company. In 2025, the Group's sales revenue amounted to EUR 593.667 thousands and the EBIT amounted to EUR 30.747 thousands. The 2025 Annual Financial Report is published on the Company's website <http://www.fourlis.gr>.

4. Annual change in the remuneration of BoD's members, in the Company's performance and in the average remuneration of the Company's full-time employees, excluding executives, over the last five (5) financial years (par. 2^b, of article 112 of L.4548/2018)

The annual change in the BoD members' remuneration, the Company's performance and the average remuneration of the Company's full-time employees, excluding executives, over the last five (5) financial years is shown in Tables 3.1 and 3.2.

5. Remuneration of any kind of the BoD members from any company belonging to the same Group, as defined in article 32 of L. 4308/2014 (par. 2^c, of article 112 of L.4548/2018)

The remuneration of the members of the Board of Directors from the subsidiaries of FOURLIS Group is presented in Table 1.

6. Number of shares and stock options for shares granted or offered to the members of the Board of Directors and the main conditions for exercising the options, including the price and the date of exercise, as well as any change (par. 2^d, of article 112 of L.4548/2018)

The Stock Option Plan in force was approved by the Extraordinary General Assembly's Meeting of the Company as of the 22nd of July 2021. The plan was implemented in one series. The issue price of the aforementioned shares is the nominal value of the share on the day of the decision of the General Meeting on the plan. The duration of the Plan is until the year 2028, in the sense that the rights granted to the Plan's beneficiaries with a grant date of 22/11/2021 may be exercised from 24/11/2024 to 15/12/2028. The Plan is presented in detail in the Company's annual financial report for the year 2025 published on the Company's website <http://www.fourlis.gr>.

By decision of the Ordinary General Meeting of the shareholders of the Company "FOURLIS HOLDINGS SOCIETE ANONYME" dated 16/6/2023, as amended by the decisions of the Ordinary General Meetings dated 21/6/2024 and 20/6/2025 and in force today, a free performance stock grants program was approved for the free allocation of shares based on performance to executives of the Company and its affiliated companies in accordance with article 114 of L. 4548/2018 and the Board of Directors was authorized to regulate the procedural issues and details. With the Free Performance Stock Grant Program, the Board of Directors aims in particular at the following: a) The Program shall motivate and reward the implementation of the long-term business strategy and align shareholder interests with the long-term performance of the Company by recognizing and rewarding long-term value creation, setting long-term performance targets and granting stock. The Program focuses on achieving sustainable performance of the Company in the long term and the limits set out in the Company's Remuneration Policy for the executive members of the Board of Directors are applied in all cases. b) The duration of the Program is fully in line with the Group's Strategic Plan (Vision), as communicated to the investment public and shareholders, and covers the period 2025 - 2027, setting high sales (750 million euros) and profitability targets (adjusted EBITDA 8-10% on the sales) to be achieved. c) The objectives to be taken into account and which will constitute the criteria for the achievement of the Strategic Plan for the period 2025 - 2027 (750 million euro sales and adjusted EBITDA 8-10% on the sales) are categorized and defined in terms of their weightings, objectively measurable either on the basis of published financial and non-financial data (Annual Financial Reports and Sustainability Reports) or using internationally accepted evaluation methods. The Plan is presented in detail in the Company's annual financial report for the year 2025 published on the Company's website <http://www.fourlis.gr>.

Under this specific Program and based on the assessment of the achievement of the 2025 targets, three members of the Board of Directors became beneficiaries of 124.862 shares. The grant of these shares is expected to take place during the 2026 financial year. The calculation of the achievement of the targets is set out in Table 4.1, while the shares to be granted to the BoD members are the following:

Vasileios Fourlis, Chairman, executive member	41.953
Ioannis Vasilakos, Chief Executive Officer (from 1/7/2025)	70.000
Lida Fourli, Director, Executive Member	12.909

It is noted that the shares granted in the financial year 2025 under the Program/Plan, relating to the financial year 2024, amount to 182.667 shares and are presented in Table 4.2.

7. Information on the use of the variable remuneration recovery option (par. 2^f, of article 112 of L.4548/2018)

Fourlis

Payments under the short-term incentive plan to the executive members of the BoD (Table 1, column 2) may be recovered for a period of at least three (3) years from the date of payment, under certain circumstances, including inaccurate financial statements of previous years or generally incorrect financial data used to calculate such payments.

- 8. Information on any derogations from the application of the remuneration policy pursuant to Article 110(7), explaining the exceptional nature of the circumstances and indicating the specific elements of the remuneration policy against which the derogation was made (par. 2^g, of article 112 of L.4548/2018)**

There are no deviations from the application of the remuneration policy.

Full name of the member / title	Fixed Remuneration (1)	Variable Remuneration based on achievement of targets (MBO*) (2)	Medical Pharmaceutical Benefits (3)	Pension Benefit (4)	Total remuneration (5)	Percentage of fixed remuneration (6)	Percentage of variable remuneration (7)
Vasileios Fourlis, Chairman, Executive Member of FOURLIS HOLDINGS SA	-	-	-	-	-		
Vice-Chairman, Executive Member of HOUSEMARKET SA	562.500	To achieve 100% is calculated 30% of the annual fixed gross remuneration/ In 2025 the achievement in value was 138.587.	5.418	46.009	752.514 (**)	80%	20%
Dafni Fourli, Vice-Chairman, Executive Member of FOURLIS HOLDINGS SA Chairman, Executive Member of HOUSEMARKET SA	191.154	There are no variable remuneration.	2.986	There is no pension benefit.	194.140 (***)	100%	There are only fixed remuneration.
Dimitrios Valachis Chief Executive Officer, Executive Member, Member of the Digital Transformation Committee (until 30/6/25)	181.237	No variable remuneration due to retirement was calculated	2.779	492.000	676.016	100%	-
Ioannis Vasilakos, Chief Executive Officer, Executive Member, Member of the Digital Transformation Committee (since 1/7/25)	182.675	To achieve 100%, a 65% of the annual fixed gross remuneration is calculated/ In 2025 the achievement in value was 93.835.	1.877	15.405	293.792	66%	34%

Table 1:
Remuneration of members of the Board of Directors in 2025 (from FOURLIS HOLDINGS SA and FOURLIS Group of companies)

Full name of the member / title	Fixed Remuneration (1)	Variable Remuneration based on achievement of targets (MBO*) (2)	Medical Pharmaceutical Benefits (3)	Pension Benefit (4)	Total remuneration (5)	Percentage of fixed remuneration (6)	Percentage of variable remuneration (7)
Lida Fourli, Director, Executive Member, Director of Sustainable Development and Social Responsibility, Chairman of the Sustainability Committee	295.312	To achieve 100%, a 30% of the annual fixed gross remuneration is calculated/ In 2025 the achievement in value was 72.758	3.360	24.155	395.584 (****)	80%	20%
Konstantinos Paikos, Independent Non-Executive Member, Member of the Nomination and Remuneration Committee Member of the Sustainability Committee, Chairman of the Digital Transformation Committee	35.000 of which 15.000 from participation in Committees	There are no variable remuneration.	There are no medical and pharmaceutical benefits	There is no pension benefit.	35.000	100%	There are only fixed remuneration.
Stylios Stefanou, Independent Vice-Chairman, Independent Non-Executive Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee	30.000 of which 10.000 from participation in Committees	There are no variable remuneration.	There are no medical and pharmaceutical benefits	There is no pension benefit.	30.000	100%	There are only fixed remuneration.
Nikolaos Lavidas, Director, Independent Non-Executive Member, Chairman of the Nomination and Remuneration Committee, Member of the Digital Transformation Committee	30.000 of which 10.000 from participation in Committees	There are no variable remuneration.	There are no medical and pharmaceutical benefits	There is no pension benefit.	30.000	100%	There are only fixed remuneration.

Table 1: Remuneration of members of the Board of Directors in 2025 (from FOURLIS HOLDINGS SA and FOURLIS Group of companies)							
Full name of the member / title	Fixed Remuneration (1)	Variable Remuneration based on achievement of targets (MBO*) (2)	Medical Pharmaceutical Benefits (3)	Pension Benefit (4)	Total remuneration (5)	Percentage of fixed remuneration (6)	Percentage of variable remuneration (7)
Maria Georgalou, Director, Independent Non-Executive Member, Member of the Audit Committee of FOURLIS HOLDINGS SA	25.000 of which 5.000 from participation in Committees	There are no variable remuneration.	There are no medical and pharmaceutical benefits	There is no pension benefit.	25.000	100%	There are only fixed remuneration.
Stavroula Kambouridou, Director, Independent Non-Executive Member, Member of the Audit Committee, Member of the Digital Transformation Committee	30.000 of which 10.000 from participation in Committees	There are no variable remuneration.	There are no medical and pharmaceutical benefits	There is no pension benefit.	30.000	100%	There are only fixed remuneration.
Total	1.562.878	305.180	16.420	577.569	2.462.046		
<p>The above Table 1 does not include leases of three (3) company cars (Lida Fourli, Dimitrios Valachis, Ioannis Vasilakos) of the amount of EUR 40.591. Not included are fuel and tolls of the amount of EUR 10.681</p> <p>* The Variable Remuneration based on target achievement (MBO) in 2025 is presented in Table 2</p> <p>** The total remuneration of Vasileios Fourlis comes from subsidiaries of FOURLIS HOLDINGS SA, namely HOUSEMARKET SA (IKEA)</p> <p>*** The total remuneration of Dafni Fourli comes from subsidiaries of FOURLIS HOLDINGS SA, namely HOUSEMARKET SA (IKEA)</p> <p>**** The total remuneration of Lida Fourli comes from a subsidiary of FOURLIS HOLDINGS SA, namely HOUSEMARKET SA (IKEA)</p> <p>All amounts in the Tables are in €, unless otherwise stated and do not include employer's contributions</p>							

Table 2: Short-term variable remuneration plan (MBO) for the year 2025

Full name of member / Title	Description of performance criteria	Severity of performance criteria		Achievement Based on 82.5%
Vasileios Fourlis, Chairman executive member	EBIT	90%	51%	34,9%
	Sales revenue		49%	38,8%
	EBIT / Sales revenue	10%	-	8,8%
Ioannis Vasilakos, CEO, executive member (from 1/7/2025)	EBIT	90%	51%	34,9%
	Sales revenue		49%	38,8%
	EBIT / Sales revenue	10%	-	8,8%
Lida Fourli, Director of Social Responsibility, executive member	EBIT	90%	51%	34,9%
	Sales revenue		49%	38,8%
	EBIT / Sales revenue	10%	-	8,8%

Table 3.1: Annual change in remuneration of BoD members and full-time non-executive employees (amounts in EUR)

	2025	2024	2023	2022	2021
Total remuneration of BoD members	2.462.046	2.295.037	2.194.602	1.954.793	1.875.040
Average remuneration of employees	42.241	39.974	38.110	33.380	34.685
Sales revenue	593.667	529.692	523.525	501.379	439.781
Operating Profit (EBIT)	30.747	26.742	20.642	33.747	26.873
Profit / (Loss) before tax PBT	29.566	7.741	-2.647	20.007	12.079
Net Profit / (Loss) after tax of owners of parent NP	30.304	19.956	19.238	19.165	11.530

Table 3.2: Annual change in remuneration of BoD members and full-time non-executive employees (amounts in EUR)

	Change (2025/2024)	Change (2024/2023)	Change (2023/2022)	Change (2022/2021)	Change (2021/2020)
Total remuneration of BoD members	1,07	1,05	1,12	1,04	1,34
Average remuneration of employees	1,06	1,05	1,14	0,96	1,12
Sales revenue	1,12	1,01	1,04	1,14	1,19
Operating Profit (EBIT)	1,15	1,30	0,61	1,26	2,80
Profit / (Loss) before tax PBT	3,82	-2,92	-0,13	1,66	N/A
Net Profit / (Loss) after tax of owners of parent NP	1,52	1,04	1,00	1,66	N/A

Table 4.1: Long-term incentive plan (performance-based shares) for the year 2025			
Category / Severity	Description of performance criteria / Objectives	Severity of performance criteria	Achievement 95%
A. Economic performance(50%)	A1. Relative Total Shareholder Return (TSR) - 5.10% (at least equal to the average TSR of the selected peer group)	25%	19% (25%)
	A2. Earnings per Share - 0.46	25%	0,49 (25%)
B. Customer Experience (25%)	B1. Happy Customer Score (Avg) / 84%	10%	84% (10%)
	B2 & B3. Net Promoter Score (NPS)/ B1 73% και B 2 >= 80	10% (8% B2 & 2% B1)	73% B2 & 91% B3 (10%)
	B4. Design a common group NPS across all countries	5%	(5%)
C. Sustainability (25%)	C1. Carbon Footprint (CO2 emissions - Measurement of Scope 1 and 2 emissions for foreign countries as presented in the published Sustainability Report 2025)	20%	section/paragraph = 10.2.26/10.2.27 of the 2025 Sustainability Report (20%)
	C2. Employee Engagement Index - >= 70%	5%	64% (0%)

Table 4.2: Number of shares granted within the 2025 financial year	
Vasileios Fourlis, Chairman, executive member	86.667
Dimitrios Valachis, Chief Executive Officer (until 30/6/2025)	69.333
Lida Fourli, Director, Executive Member	26.667

Kifissia, on the 18th of May 2026
The Board of Directors

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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.

ISSUE 9th: 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.

The Board of Directors recommends the distribution, as remuneration to the Executive Members of the Board of Directors, as well as to the Company's senior management officers, of part of the profits made during the financial year 01.01.2025 to 31.12.2025, in the total amount of two hundred and fifty-five thousand four hundred and seven euros (€ 255,407.00). It is clarified that the amount corresponding to remuneration to members of the Board of Directors of the Company is included in the analyses of the Remuneration Report for the fiscal year 2025 and does not constitute an additional payment of remuneration to the members of the Board of Directors for the same fiscal year. In addition, it is 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.

Issue 10th: 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.

Majority required: 50% + 1 of the votes represented at the General Assembly.

The Board of Directors 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 <http://www.fourlis.gr>.

Issue 11th: 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.

Majority required: 50% + 1 of the votes represented at the General Assembly.

The Board of Directors hereby announces to the shareholders that with its decision dated 01.07.2025 (relevant are 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 Board of Directors proposes 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), 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) 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>.

Kifissia, on the 18th of May 2026

FOURLIS HOLDINGS S.A.

Department of Corporate Communications