

«THRACE PLASTICS HOLDING SA»
General Electronic Commercial Registry (GEMI) No. 12512346000
ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS
of Friday, 21st May 2021, at 11:00 a.m.

**Draft Resolutions / Comments of the Board of Directors on items of the daily agenda of
the Annual Ordinary General Meeting of Shareholders**

Item 1:

Submission and approval of the Annual Financial Statements (separate and consolidated) for financial year 2020 (01.01.2020-31.12.2020), in conjunction with the Annual Management Report of the Board of Directors and the Audit Report on the statements by the Certified Auditor Accountant.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors shall recommend the approval by the annual Ordinary General Meeting of the shareholders of the entire Annual Financial Statements (separate and consolidated) for financial year 2020 (01.01.2020-31.12.2020), namely of the Balance Sheet, together with the Income Statement, the Statement of Changes in Shareholder's Equity, the Cash Flow Statement, as well as the Notes to Financial Statements, as approved by the Company's Board of Directors on 08.04.2021, as well as of the Annual Management Report of the Board of Directors as at 08.04.2021 and of the Audit Report of the Company's Certified Auditor - Accountant as at 09.04.2021.

All of the above documents (Financial Statements, Reports, etc.) are included in the Annual Financial Report of financial year 2020 which has been legally prepared and published by the Company, and are presented both in the legally registered address of the Company's website (www.thracegroup.gr) in the General Electronic Commercial Registry (GEMI), and through dissemination of the above to the organized market in which the Company's shares are traded as well as in the Hellenic Capital Market Commission.

Item 2:

Approval of allocation (distribution) of income for the financial year 2020 (01.01.2020-31.12.2020), decision with regard to the distribution (payment) of dividend and granting of the relevant authorization to the Board of Directors.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors will submit for approval to the annual Ordinary General Meeting of Shareholders the appropriation of income for the financial year 2020 (01/01/2020 - 31/12/2020) and specifically it will propose to distribute **a total dividend of 6,947,002.24 Euros (gross amount)** to the shareholders of the Company, from the earnings of the closing financial year 2020, i.e. 0.158820 Euros per share (gross amount), which after the increase that corresponds to the 322,688 treasury shares, which are held by the Company and which are excluded from the monetary distribution, will amount to **0.16 Euros per share (gross amount)**.

It also proposes that the annual Ordinary General Meeting of the shareholders specifies the following:

(a) Wednesday, 26th May 2021 is the ex-dividend date concerning the dividend of financial year 2020,

(b) Thursday, 27th May 2021 is the record date concerning the shareholders entitled to the dividend of financial year 2020, and

(c) Wednesday, 2nd June 2021 is the payment date with regard to the dividend of year 2020, via a banking institution or the Hellenic Exchanges (EXAE).

Finally it is recommended that the Company's Board of Directors is granted with all necessary authorizations for the appropriate and timely execution and implementation of the above decision with regard to the distribution (payment) of dividend.

Item 3:

Approval of the entire administration and discharge of the Certified Auditors of the Company from any compensation or liability deriving from the facts and the management of the closing financial year 2020 (01.01.2020 - 31.12.2020) as well as from the respective annual Financial Statements.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors shall recommend that the shareholders of the Ordinary General Meeting approve the entire administration taking place during the year ended 31.12.2020 and also decide on the exemption of the members of the Board of Directors and of Auditors from any liability for compensation in relation to the facts and the management as well as to the annual Financial Statements of the financial year 2020 (01.01.2020-31.12.2020).

Item 4:

Election of an Auditing Firm from the Public Registry for the mandatory audit of the annual and semi-annual financial statements of the year 2021 (01.01.2021-31.12.2021) and determination of their fees.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors upon relevant recommendation made by the Audit Committee will propose at the Annual Ordinary General Meeting the election of the auditing firm under the name "PRICEWATERHOUSECOOPERS AUDITING FIRM S.A." (registered in the Public Records of the article 14 of Law 4449/2017) for the regular audit of the annual and semi-annual Financial Statements of the Company (separate and consolidated) for the current financial year 2021 (01/01/2021 - 31/12/2021).

It is noted that the above auditing firm shall assume responsibility of the issuing process of the annual tax certificate and the tax compliance report of the Company for the financial year 2021 (01.01.2021-31.12.2021), in accordance with provisions of article 65A of L. 4174/2013.

Finally, it is recommended that the Board of Directors will be authorized to proceed to a final agreement with the above auditing firm with regard to the amount of its fees as well as to send the written notification-mandate to the elected auditing firm within five (5) days from the date of its election.

Item 5:

Approval of the fees and remuneration paid to the members of the Board of Directors during the financial year 2020 (01.01.2020- 31.12.2020) for the services rendered.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors shall propose, in accordance with law and in line with the effective remuneration policy, the approval by the Annual Ordinary General Shareholders' Meeting of the fees and remunerations of the members of the Board of Directors paid for their services rendered towards the Company for the closing financial year 2020 (01.01.2020-31.12.2020).

Item 6:

Submission for discussion and voting by the annual Ordinary General Meeting of the Remuneration Report for the year 2020 (01.01.2020-31.12.2020), in accordance with article 112 of Law 4548/2018, as in force.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors will propose to the annual Ordinary General Meeting of shareholders the discussion and voting of the Remuneration Report, which was drafted in accordance with the provisions of article 112 of Law 4548/2018, reflects the total remuneration of the

members of the Board of Directors and explains the way by which the current Remuneration Policy of the Company for the closing financial year 2020 (01.01.2020-31.12.2020) was implemented, in order to fully, adequately and analytically inform the shareholders of the Company. It is noted, for the purposes of completeness, that the shareholders' vote on this item of the agenda has a purely advisory nature according to the provisions of law.

Item 7:

Approval of the new Remuneration Policy of the Company according to articles 110 and 111 of Law 4548/2018, as in force.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors will recommend the approval by the annual Ordinary General Meeting of the shareholders of the new (amended) Remuneration Policy, which was prepared by the Remuneration & Nominations Committee in accordance with the provisions of articles 110 and 111 of Law 4548/2018 and which determines the specific framework, the terms and the basic principles that are followed during the process of determining in general the fees and other benefits provided to the persons to whom it applies.

The preparation of the new Remuneration Policy was deemed necessary due to the change-modification of the Company's Organizational Chart with the addition of new positions and roles (e.g. Chief Entrepreneur), the separation of responsibilities between the Chairman and the CEO of the Company and especially due to the establishment of new Committees in the context of adoption of the best corporate governance practices. The content of the new Remuneration Policy that is to be approved has been adjusted and currently meets the requirements of the above best practices.

Item 8:

Determination and pre-approval of the fees and remuneration of the members of the Board of Directors for the current financial year 2021 (01.01.2021-31.12.2021), as well as granting of approval for prepayment of the fees to the above members for the time period up to the next annual Ordinary General Meeting, according to the article 109 of Law 4548/2018 as it is in effect.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors will propose to the annual Ordinary General Meeting of shareholders the determination of fees, salaries and remuneration in general of the members of the Board of Directors for the current financial year 2021 (01.01.2021-31.12.2021), which are in line with the newly approved (during the discussion taking place on the previous item of the

daily agenda) Remuneration Policy of the Company as well as the granting of relevant approval concerning the prepayment of fees to the above mentioned persons for the time period up to the following Ordinary General Meeting, according to the article 109 of Law 4548/2018 as it is in effect.

Item 9:

Approval of the Suitability Policy of the members of the Board of Directors according to article 3 of Law 4706/2020.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors will propose the approval by the annual Ordinary General Meeting of the shareholders of the Suitability Policy of the members of the Board of Directors of the Company, which (Policy) has been prepared in accordance with the provisions of article 3 of Law 4706/2020 and the guidelines of the Hellenic Capital Market Commission, as analysed in particular in the respective Circular number 60 / 18.09.2020. The text of this pre-approved Policy has been posted on the Company's website (www.thracegroup.gr), for the timely and proper information of the shareholders.

Item 10:

Granting of approval-authorization in accordance with article 98 paragraph 1 of Law 4548/2018 as it is in effect, to the Directors of the Board of Directors, to the General Managers, and to the Managers of the Company with regard to their participation in the Boards of Directors or in the Management of companies of the Group.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors shall propose to the annual Ordinary General Meeting of Shareholders the granting of the relevant permission, pursuant to article 98, par. 1 of Law 4548/2018 as in force, to the Members of the Board of Directors, the General Managers and the Managers of the Company, to participate in the Management of subsidiaries or affiliated companies (current or future) of the Company and therefore of the Group.

Item 11:

Approval of the stock repurchase plan of the Company via the Athens Exchange, in accordance with the article 49 of Law 4548/2018, as in force, and the provision of relevant authorizations.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

Required Majority: 50% (+1) of votes represented in the Meeting

The Board of Directors will propose to the Annual Ordinary General Meeting of shareholders the approval of the Company's stock repurchase plan in accordance with the provisions of article 49 of Law 4548/2018, as in force, and will request the provision of relevant authorizations for the proper implementation of this plan within the framework that will be determined. In particular, it will propose the purchase within a period of twenty-four (24) months from the date of this decision, i.e. until 21.05.2023, a maximum of 4,341,876 common, registered shares, which correspond to a percentage of less than 10% of the total existing shares with voting rights of the Company, given that the Company already holds 322,688 own shares, with a purchase price range of 0.50 € per share (threshold) and 10.0 € per share (ceiling).