

«THRACE PLASTICS HOLDING SA»
General Electronic Commercial Registry (GEMI) No. 12512346000
ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS
of Wednesday, 25th May 2022, 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) of the Company for the fiscal year 2021 (01.01.2021-31.12.2021), along with the Annual 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 propose the approval by the annual Ordinary General Meeting of the shareholders of the entire Annual Financial Statements (Separate and Consolidated) for the fiscal year 2021 (01.01.2021-31.12.2021), namely of the Statement of Income and Other Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Cash Flow Statement, as well as the Notes on the Financial Statements, as those statements were approved by the Company's Board of Directors on 12.04.2022, as well as of the Annual Report of the Board of Directors as at 12.04.2022 and of the Audit Report of the Company's Certified Auditor – Accountant, Mr. Konstantinos Michalatos (SOEL Reg. No. 17701), as at 14.04.2022.

All of the above documents (Financial Statements, Reports, etc.) are included in the Annual Report of the fiscal year 2021 (01.01.2021-31.12.2021), which was drafted in accordance with the requirements of the European Single Electronic Format (ESEF), in order to facilitate the accessibility, analysis and comparability of financial information at European Union level, as well as the provisions of applicable regulatory framework in general, published in the legally registered address of the Company's website (www.thracegroup.gr) in the General Electronic Commercial Registry (GEMI), and submitted electronically to the Hellenic Capital Market Commission and the Athens Exchange, Greece.

Item 2:

Submission and presentation of the annual Audit Committee's Report on its activities for the fiscal year 2021 (01.01.2021-31.12.2021).

Required Quorum: -

Required Majority: -

In accordance with the provisions of article 44, par. 1, sect. h' of Law 4449/2017, as in force after its amendment by article 74, par. 4 of Law 4706/2020, the Annual Report of the Audit Committee for the fiscal year 2021 (01.01.2021-31.12.2021) will be submitted to the Shareholders' Meeting and will be read accordingly. The text of this Report has been already posted in the legally registered address of the Company's website (www.thracegroup.gr) in the General Electronic Commercial Registry (GEMI), for the purpose of providing a complete, adequate and detailed information to the shareholders regarding the activities of the Audit Committee during the financial year ended December 31, 2021.

Item 3:

Approval of allocation (distribution) of the earnings for the fiscal year 2021 (01.01.2021-31.12.2021), decision with regard to the distribution (payment) of dividend and granting of the relevant authorizations 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 allocation (distribution) of the earnings for the fiscal year ended on 31.12.2021 and specifically it will propose to distribute a total dividend of 11,750,000.00 Euros (gross amount) to the shareholders of the Company, from the earnings of the closing financial year 2021 (01.01.2021-31.12.2021).

Given that the Company, pursuant to the relevant decision of its Board of Directors dated 24.09.2021, has already made the allocation (distribution) to the shareholders of an interim dividend for the fiscal year 2021 of a total amount of 4,750,000.00 Euros (gross amount), i.e. 0.109858877 Euros per share (gross amount increased by the amount corresponding to the treasury shares that the Company held at the cut-off date of interim dividend), the Board of Directors will consequently propose to the Annual Ordinary General Meeting of shareholders the distribution of the remaining amount of the dividend, and in particular of the amount of 7,000,000.00 Euros (gross amount), i.e. 0.1600312674 Euros per share (gross amount), which amount will be increased by the amount corresponding to the treasury shares that the Company will hold at the dividend cut-off date and which (treasury shares) are excluded from the distribution, according to the provisions of article 50 of Law 4548/2018 as in force.

The Board of Directors will also propose that the annual Ordinary General Meeting of the shareholders specifies the following:

(a) Monday, 30th May 2022 is the ex-dividend date concerning the dividend of the fiscal year 2021,

(b) Tuesday, 31st May 2022 is the record date concerning the shareholders entitled to the dividend of the fiscal year 2021, and

(c) Friday, 3rd June 2022 is the payment date with regard to the dividend of year 2021, via a banking institution.

Finally, it will be proposed 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 4:

Approval of the overall management for the fiscal year 2021 (01.01.2021 - 31.12.2021) and discharge of the Certified Auditors of the Company from any compensation or liability deriving from the facts and their management, 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 proposal that the Ordinary General Meeting of shareholders approves the entire administration taking place during the year ended 31.12.2021 and also decide on the exemption of the Auditors from any liability for compensation in relation to the facts and their management as well as to the annual Financial Statements of the fiscal year 2021 (01.01.2021-31.12.2021).

Item 5:

Election of an Auditing Firm from the Public Registry for the audit of the annual and half-year financial statements (Separate and Consolidated) of the year fiscal year 2022 (01/01/2022-31/12/2022) and determination of their remuneration.

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 a relevant proposal made by the Audit Committee, a proposal that was accepted by all independent non-executive members, 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 half year Financial Statements of the Company (separate and consolidated) for the current fiscal year 2022 (01/01/2022 - 31/12/2022).

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 2022 (01.01.2022-31.12.2022), in accordance with provisions of article 65A of L. 4174/2013.

Finally, it is proposed 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 remuneration 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 6:

Approval of the remuneration, salaries and compensations paid to the members of the Board of Directors for the services provided by them during the fiscal year 2021 (01/01/2021 - 31/12/2021).

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 the effective remuneration policy, the approval by the Annual Ordinary General Shareholders' Meeting of the remuneration, salaries and compensations paid to the members of the Board of Directors for their services rendered towards the Company for the closing fiscal year 2021 (01.01.2021-31.12.2021).

Furthermore the Board of Directors, will propose to the Annual Ordinary General Meeting of shareholders, following a proposal made by the Remuneration & Nomination Committee and according to Company's Remuneration Policy, the approval of an annual remuneration to the above person, which is defined as participation in the net earnings of the Group Companies for the financial year (01.01.2021-31.12.2021), the amount of the remuneration will be specified, as provided in the Remuneration Policy, with decision of the Annual Ordinary General Meeting.

Item 7:

Submission for discussion and voting by the Annual Ordinary General Meeting of the Remuneration Report for the fiscal year 2021 (01.01.2021-31.12.2021), in accordance with the provisions of 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, and 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 fiscal year 2021 (01.01.2021-

31.12.2021) 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 8:

Approval of the proposed 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 propose the approval by the annual Ordinary General Meeting of shareholders of the Company's new Remuneration Policy, which was prepared by the Remuneration & Nomination Committee, concerning the BoD Members and BoD Committees, 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 remunerations, compensations and other benefits provided to the persons to whom it applies.

The content of the new Remuneration Policy, which is to be approved, has been posted on the Company's website (<http://www.thracegroup.gr>), for the purpose of ensuring the provision of a timely and appropriate information to the shareholders and the investor community in general.

Item 9:

Determination and pre-approval of the remuneration, salaries and compensations of the members of the Board of Directors for the current fiscal year 2022 (01.01.2022-31.12.2022, as well as the granting of permission for advance payment of the remuneration to the above members for the period until the next Ordinary General Meeting, according to the article 109 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 determination of remuneration, salaries and compensations in general of the members of the Board of Directors that are to be paid for the current fiscal year 2022 (01.01.2022-31.12.2022), which are in line with the newly approved Remuneration Policy of the Company which was approved during the discussion taking place on the previous item of the daily agenda.

Moreover, the Board of Directors will propose to the annual Ordinary General Meeting of shareholders the granting of relevant approval concerning the prepayment of the above

remunerations 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 in force.

Item 10:

Approval of the proposed new Suitability Policy of the members of the Board of Directors, in accordance with the provisions of article 3 of law 4706/2020, 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 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 analyzed in particular in the respective Circular number 60 / 18.09.2020.

The text of the Policy to be approved has been posted on the Company's website (www.thracegroup.gr), for the timely and proper information of the shareholders and the investor community in general.

Item 11:

Granting of approval-authorization in accordance with the provisions of article 98 paragraph 1 of Law 4548/2018 as in force, 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 and approval, pursuant to the provisions of 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, in order to be able to participate in the Management of subsidiaries and/or affiliated companies (current or future) of the Company and therefore of the Group.

Item 12:

Announcement to the Ordinary General Meeting of the election of the new non-executive member of Board of Directors in replacement of resigned member, in accordance with the provisions of article 82 par. 1 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

In accordance with the provisions of article 82, par. 1 of Law 4548/2018, as in force, and of the Articles of Association of the Company, the Chairman of the Annual Ordinary General Meeting will announce to the shareholders the election of Mr. Athanasios Dimiou of Georgios, as the new non-executive member of the Board, in the position -and for the remaining of the term (i.e. until 11.02.2026)- of the resigned non-executive member Mr. Petros Fronistas of Christos. The above election took place at the meeting of the Board of Directors on 28.07.2021 after the submission of a relevant proposal by the Remuneration & Nomination Committee and is in full compliance and harmonization with the principles and criteria of suitability and diversity adopted and applied by the Company.