



A. 89 Dyrachiou and Kifisou St., 104 43, Athens

T. 210 3636936

E. office@admieholding.gr

[www.admieholding.gr](http://www.admieholding.gr)

Registry No.: 141287501000

## **RELEASE**

### **OF THE DECISIONS OF THE 8<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2 JULY 2025**

ADMIE HOLDING S.A. (hereinafter the "Company") hereby announces, in accordance with Article 4.1.1, paragraph 3 of the Regulation of the Athens Stock Exchange ("ATHEX") and Article 3.2 of Decision 25/15.04.2024 of the ATHEX Market Operations Committee, that on Wednesday, 2 July 2025, at 10:00 a.m., the 8<sup>th</sup> Annual General Meeting of the Company's Shareholders was held entirely remotely, with shareholders participating in real time via teleconference, without their physical presence at the meeting venue, in accordance with Article 125 of Law 4548/2018 and Article 8 of the Company's Articles of Association.

The General Meeting was duly attended, either in person or by duly authorised representatives, by shareholders representing 151,485,415 common registered shares and voting rights out of a total of 232,000,000 common registered shares with voting rights, corresponding to 65.36% of the Company's paid-up share capital. It is noted that, pursuant to paragraph 1 of Article 50 of Law 4548/2018, the Company's 216,000 treasury shares were not counted for quorum and voting purposes.

The Ordinary General Meeting of the Shareholders of the Company deliberated on and adopted resolutions on all items of the agenda as follows:

**ITEM 1: Submission and approval of the Company's Annual Financial Statements for the 8th Fiscal Year (01.01.2024 to 31.12.2024), together with the relevant Reports and Statements of the Board of Directors and the Certified Auditors, as well as the Statement of Corporate Governance in accordance with Article 152 of Law 4548/2018.**

On the first item of the agenda, following a lawful vote, the Annual General Meeting approved the Company's Annual Financial Statements for the 8th Corporate Financial Year from 01.01.2024 to 31.12.2024, together with the relevant Reports and Declarations of the Board of Directors and the Statutory Auditors-Accountants, as well as the Corporate Governance Statement pursuant to Article 152 of Law 4548/2018, as submitted for approval.

**ITEM 2: Approval of the overall management by the members of the Company's Board of Directors for the 8<sup>th</sup> Fiscal Year (01.01.2024 to 31.12.2024), in accordance with Article 108 of Law 4548/2018, as in force, and discharge of the Company's Certified Auditors as per Article 117(1)(c) of Law 4548/2018 for the fiscal year 2024, as well as approval of the actions taken during the fiscal year 01.01.2024 - 31.12.2024 pursuant to the decisions of the Board of Directors.**

On the second item on the agenda, the Ordinary General Meeting, following a lawful vote, approved the overall management of the Company by each member of the Board of Directors individually, in their respective capacity, as well as by all members of the Board of Directors collectively, in accordance with Article 108 of Law 4548/2018, as in force, for the activities of the fiscal year ended on 31.12.2024, and to discharge the Company's certified auditors-accountants from any liability for compensation for the activities of the fiscal year 2024, in accordance with subparagraph (c), paragraph 1 of Article 117 of Law 4548/2018.

**ITEM 3: Approval of the disposal (distribution) of the results for the 8<sup>th</sup> Fiscal Year (01.01.2024 to 31.12.2024).**

On the third item of the agenda, following a lawful vote, the Ordinary General Meeting approved the appropriation of results for the 8<sup>th</sup> Financial Year (01.01.2024 – 31.12.2024) and the distribution of the remaining dividend amounting to EUR 14,469,192 for FY 2024. Specifically, the shareholders, having been informed that the Company had already distributed an interim dividend of EUR 0.058 per share, totalling EUR 13,500,000, pursuant to the resolution of the Board of Directors dated 12.07.2024 and based on the Company's financial results, were advised that a remaining dividend of EUR 0.062 per share, totalling EUR 14,469,192, is available for distribution to shareholders for the financial year ended 31.12.2024.

**ITEM 4: Submission for approval of the Company's revised Remuneration Policy in accordance with article 110(2) of Law 4548/2018.**

On the fourth item of the agenda, following a lawful vote, the Ordinary General Meeting approved the revised version of the Company's Remuneration Policy, which shall apply retroactively from 01.04.2025, as specifically outlined in the Explanatory Report of the Board of Directors presented to the shareholders, and shall remain in effect until 31.08.2026.

**ITEM 5: Submission for discussion and advisory vote by the General Meeting, in accordance with Article 112 of Law 4548/2018, on the Remuneration Report for the fiscal year 01.01.2024 – 31.12.2024.**

On the fifth item of the agenda, the Remuneration Report of the Members of the Board of Directors for FY 2024 was submitted to an advisory vote, in accordance with paragraph 3 of Article 112 of Law 4548/2018, which includes a comprehensive overview of the total remuneration received during FY 2024 by the individuals covered by the Company's Remuneration Policy, as stipulated in detail by Article 112 of Law 4548/2018. The Board of Directors shall take into account the outcome of the advisory vote and will ensure that shareholders' comments are evaluated and reflected in the next Remuneration Report, which will include an explanation of the manner in which the results of the present advisory vote were taken into consideration. On this item, the Shareholders approved the Company's Remuneration Report for the year 2024, in accordance with Article 112, paragraph 3 of Law 4548/2018, as submitted. It is expressly noted that the Company's Remuneration and Nominations Committee reviewed the final draft of the 2024 Annual Remuneration Report and, through its Recommendation Memorandum No. 131.3/25.04.2025, expressed its opinion and positive recommendation to the Company's Board of Directors regarding the content of the Report, as presented to the Shareholders of the Annual Ordinary General Meeting for discussion and advisory voting. As stated in the said recommendation, the Company's Remuneration and Nominations Committee reviewed the draft 2024 Annual Remuneration Report under Article 112 of Law 4548/2018, as it had already been submitted to the Board of Directors for information (at its meeting No. 130 held on 15/4/2025), and as prepared by PWC, which provides accounting services to the Company, and audited by the Company's Certified Auditors, SOL Crowe, which explicitly recommended its approval by the Board of Directors. Subsequently, during their meeting No. 131/28.04.2025, the members of the Company's Board of Directors unanimously approved the content of the 2024 Annual Remuneration Report under Article 112 of Law 4548/2018 and its incorporation into the 2024 Annual Financial Report, following the aforementioned recommendation by the Remuneration and Nominations Committee.

**ITEM 6: Approval of the payment of remuneration and compensation to the members of the Board of Directors and the Committees for the 8th Fiscal Year (01.01.2024 to 31.12.2024), and pre-approval of such remuneration and compensation for Fiscal Year 2025 until the Ordinary General Meeting of the year 2026.**

On the sixth item on the Agenda, the Ordinary General Meeting, following a lawful vote, approved the remuneration and compensation of the members of the Board of Directors and the Committees pursuant to Law 4706/2020 for the financial year ended 31/12/2024, which amounted to a total of €395,573.90. Furthermore, the Meeting pre-approved remuneration for 2025 up to the Ordinary General Meeting of 2026, which shall be in accordance with the Company's Remuneration Policy under Article 110 of Law 4548/2018, as amended by the aforementioned resolution of the Annual General Meeting (item 4 above), and shall pertain to remuneration for services rendered by these individuals in their capacity as members of the Board of Directors and its Committees. Specifically, the Ordinary General Meeting pre-approved the following remuneration:

- For FY 2025 (i.e., for the period from 01/01/2025 to 31/12/2025), the estimated total gross remuneration ranges from €331,150 (minimum) to €395,573.90 (maximum), depending on the number of meetings required for the Board of Directors and its Committees.
- For the period from 01/01/2026 up to the Ordinary General Meeting of 2026, the payment of remuneration to members of the Board of Directors in their capacity as such and as members of the Committees pursuant to Law 4706/2020 was approved for a maximum aggregate amount of €250,000.

**ITEM 7: Election of Statutory and Alternate Certified Auditors for the audit of the Company's Financial Statements for the Fiscal Year 2025 (01.01.2025 to 31.12.2025) and for the issuance of the annual tax certificate, and determination of their remuneration, in accordance with Article 42 of Law 4449/2017.**

On the seventh item on the Agenda, the Ordinary General Meeting, after a legal vote, approved:

(a) The election of the audit firm under the corporate name "ASSOCIATED CERTIFIED PUBLIC ACCOUNTANTS S.A." with the distinctive title "SOL S.A." or "SOL CROWE", having its registered office in Athens, at 3 Fokionos Negri Street, with SOEL Reg. No. 125, for the statutory audit of the Company's Financial Statements for the financial year 2025, the review of the Financial Statements

for the period ending 30 June 2025, the examination of the Company's digital records prepared in accordance with the European Single Electronic Format (ESEF), the provision of an independent Statutory Auditor's assurance report on the completeness of the information included in the Remuneration Report pursuant to article 112 of Law 4548/2018 for the fiscal year 2025, as well as the issuance of the Annual Tax Certificate for the same year.

(b) The appointment of the following Certified Auditors (members of the above audit firm), namely: Athina Katsimiha, daughter of Angelis, residing in Athens, 3 Fok. Negri Street, with SOEL ID number 33101 and Athina Keramidzi, daughter of Epameinondas, residing in Athens, 3 Fok. Negri Street, with SOEL ID number 29421, as Statutory Auditors and Eva Angelidi, daughter of Evangelos, residing in Athens, 3 Fok. Negri Street, with SOEL ID number 15331 and Despoina Chalepa, daughter of Konstantinos, residing in Athens, 3 Fok. Negri Street, with SOEL ID number 24341, as Alternate Auditors and

(c) the determination of the remuneration of the aforementioned audit firm in the amount of thirty thousand seven hundred euros (€30,700.00), plus VAT.

**ITEM 8: Submission of the Annual Report of Activities of the Audit Committee by the Chairman of the Audit Committee to the Shareholders for the Fiscal Year 2024 (01.01.2024 to 31.12.2024), in accordance with Article 44 of Law 4449/2017, as in force.**

On the eighth item on the Agenda, the Annual Activity Report of the Company's Audit Committee for the Financial Year 2024 (01.01.2024 to 31.12.2024) was submitted to the shareholders for their information, in accordance with the provisions of Article 44 paragraph 1(h) of Law 4449/2017, as in force. The Report was issued together with the Company's annual financial report. This item was not subject to a vote.

**ITEM 9: Submission of the Report of the Independent Non-Executive Members of the Board of Directors for the fiscal year 2024, in accordance with Article 9(5) of Law 4706/2020.**

On the ninth item on the agenda, and in accordance with the provisions of Article 9(5) of Law 4706/2020, the Report of the Independent Non-Executive Members of the Board of Directors was submitted for the shareholders' information covering FY 2024 and the period up to the date that the present General Meeting was convened, i.e. 01.01.2024 to 11.06.2025, and was presented to the shareholders in accordance with the provisions of Article 9(5) of Law 4706/2020. This item was not subject to a vote.

**ITEM 10: Reconfirmation of the composition of the Company's Board of Directors as formed following its decision dated April 1, 2025.**

On the tenth item on the agenda, the Ordinary General Meeting, following a lawful vote, resolved to ratify and reaffirm the composition of the Company's Board of Directors, as formed pursuant to its resolution dated 1 April 2025. By that resolution, and following the resignation of Ms. Georgia-Christina Giovani from her position as Member and Chair of the Board of Directors, effective 31 March 2025, the Board unanimously resolved to continue, at this stage, with the management and representation of the Company without replacing the aforementioned resigned member. This decision is in accordance with the provisions of Article 14(1) of the Company's Articles of Association, as in force, and in compliance with all relevant provisions of the applicable corporate governance legal and regulatory framework governing the Company.

**ITEM 11: Amendment of Articles 7 (regarding the Authority of the General Meeting), 11 (regarding the Composition and Term of the Board of Directors), 12 (regarding the Powers and Responsibilities of the Board of Directors), and 18 (regarding the Remuneration of Members of the Board of Directors) of the Company's Articles of Association.**

On the eleventh item on the agenda, the Ordinary General Meeting, following a lawful vote, approved the amended and codified Articles of Association of the Company, as proposed by the Board of Directors. Specifically, the General Meeting approved the amendment of Article 7 (regarding the Authority of the General Meeting), paragraph 2 of Article 11 (regarding the Composition and Term of the Board of Directors), paragraph 2 of Article 12 (regarding the Powers and Responsibilities of the Board of Directors), and Article 18 (regarding Remuneration of the Members of the Board of Directors) of the Company's Articles of Association.

**ITEM 12: Approval of a Share Buyback Program in accordance with Article 49 of Law 4548/2018, as in force, and granting of the relevant authorizations.**

On the twelfth item on the agenda, the Ordinary General Meeting, following a lawful vote, approved the establishment of a new Share Buyback Program, in accordance with the provisions of Article 49 of Law 4548/2018, as currently in force. Specifically, the General Meeting approved:

(a) the establishment of a new Share Buyback Program for any purpose and use permitted by applicable legislation (including, indicatively but not limited to, the reduction of the Company's share capital and cancellation of treasury shares to be acquired by the Company, and/or their disposal to personnel and/or members of the Company's management and/or of affiliated companies, always in accordance with the Company's applicable Remuneration Policy), up to a percentage of 1/100 of the Company's paid-up share capital, i.e. up to a total of two million three hundred twenty thousand (2,320,000) shares [calculated as 232,000,000 x 1%], within a price range between €0.5 (minimum price) and €5 (maximum price) per share, for a period of twenty-four (24) months from 2/7/2025 (Ordinary General Meeting), i.e. valid until 01/07/2027. It is noted that the Company currently holds 216,000 shares, corresponding to 0.09% of its share capital.

and

(b) the granting of authorization to the Board of Directors to determine at its absolute discretion any other detail and to take all necessary actions for the implementation of the present resolution, including the possibility to further delegate part or all of the said powers.

**ITEM 13: Granting of permission, pursuant to Article 98 of Law 4548/2018, to the members of the Board of Directors and the executives of the Company's departments to participate in Boards of Directors and/or in the management of other companies, including affiliated companies within the meaning of Article 32 of Law 4308/2014.**

On the thirteenth item on the agenda, the Ordinary General Meeting, following a lawful vote, approved the granting of authorization, in accordance with Article 98 of Law 4548/2018, as in force, to the members of the Company's Board of Directors and the executives of the Company's Departments, in order to participate in any capacity in the Boards of Directors and/or in the management of affiliated companies (within the meaning of Article 32 of Law 4308/2014), for the purpose of coordinating the operations of affiliated companies.

**ITEM 14: Other Announcements.**

On the fourteenth item on the Agenda, there were no items for approval and decision-making.

The Company will publish and upload on its website, [www.admieholding.gr](http://www.admieholding.gr), a separate announcement detailing the voting results for each resolution adopted on the above agenda items, in accordance with the provisions of Article 133 paragraph 2 of Law 4548/2018, Article 4.1.1(3) of the Athens Exchange Rulebook, and Article 3.3 of Decision 25/15.04.2024 of the Athens Exchange Markets Steering Committee.

**Athens, July 2, 2025**

**The Board of Directors**