

**FRIGOGLASS S.A.I.C**  
**EXTRAORDINARY GENERAL MEETING**

**30<sup>th</sup> April 2025**

**Draft resolutions on the items of the agenda  
in accordance with article 123 para. 4 of Law 4548/2018.**

**ITEM #1:** Increase of the Company's share capital by the amount of Euro one million two hundred eighty three thousand six hundred eleven and seventy two cents (€1,283,611.72) through the issuance of thirty two million ninety thousand two hundred ninety three (32,090,293) new common registered shares, with voting rights, of a nominal value of four Euro cents (€0.04) per share and for an exercise price of thirty two Euro cents (€0.32) per share, which will be fully covered by contributions in kind, specifically by the contribution of all (100%) of the shares of the Spanish entity Provisiona Iberia, S.L. and the Portuguese entity Serlusa Refrigerantes, LDA. Approval of the relevant valuation reports, pursuant to article 17 of Law 4548/2018, as well as the Report of the Board of Directors, prepared in accordance with the relevant provisions of Law 4548/2018 and of paragraph 15 of Decision 25 of the Board of Directors of the Athens Exchange. Granting of relevant authorizations to the Board of Directors of the Company and third parties

**Required quorum: 1/2 (50%) of the paid-up share capital of the Company**

**Required majority: 2/3 of the votes represented at the Extraordinary General Meeting**

The Board of Directors will recommend to the Extraordinary General Meeting:

- A) the approval of (i) the Report dated 9.4.2025 of the Board of Directors of the Company to the Extraordinary General Meeting of shareholders, which has been prepared pursuant to the provisions of Law 4548/2018 and paragraph 15 of Decision 25 of the Board of Directors of the Athens Exchange for the increase of the Company's share capital through contributions in kind, (ii) the valuation report dated 7.4.2025 titled "Valuation Report pursuant to art.17 of L.4548/2018, in relation to the upcoming Share Capital Increase of FRIGOGLASS S.A.I.C., which will be covered through a contribution in kind of the shares of the entity Provisiona Iberia S.L." by Grant Thornton, signed by the certified auditors Messrs. Dimitris Douvris and Stergios Ntetsikas, and (iii) the valuation report dated 7.4.2025 titled "Valuation Report pursuant to art.17 of L.4548/2018, in relation to the upcoming Share Capital Increase of FRIGOGLASS S.A.I.C., which will be covered through a contribution in kind of the shares of the entity Serlusa Refrigerantes LDA." by Grant Thornton, signed by the certified auditors Messrs. Dimitris Douvris and Stergios Ntetsikas.
- B) the increase of the Company's share capital by the amount of Euro one million two hundred eighty three thousand six hundred eleven and seventy two cents (€1,283,611.72) through the issuance of thirty two million ninety thousand two hundred ninety three (32,090,293) new common registered shares, with voting rights, of a nominal value of four Euro cents (€0.04) per share and for an exercise price of thirty two Euro cents (€0.32) per share (the "**New Shares**"), with the difference amounting to Euro eight million nine hundred eighty five thousand two hundred eighty two and four cents (€8,985,282.04) being recognized as the share premium (the "**Share Capital Increase**"), which will be covered by contributions in kind, namely by the contribution of all (100%) of the shares of the Spanish entity Provisiona

Iberia, S.L. and the Portuguese entity Serlusa Refrigerantes, LDA by their existing sole shareholders (the “**Acquired Entities**”). It is noted that, pursuant to article 26 par. 1 of Law 4548/2018 and in the absence of a contrary provision in the Company’s articles of association, no preemptive rights are granted in favor of the existing shareholders of the Company, given that the Share Capital Share Capital Increase will be effected through contributions in kind.

As a result of the above, the new share capital of the Company will amount to Euro four million eight hundred forty six thousand seven hundred fifty five and eighty eight cents (€4,846,755.88) divided into one hundred twenty one million one hundred sixty eight thousand eight hundred ninety seven (121,168,897) common registered shares, with a nominal value of four Euro cents (€0.04) per share.

C) Out of the total New Shares:

1) eighteen million five hundred seventy seven thousand three hundred twenty (18,577,320) New Shares with a nominal value of four Euro cents (€0.04) per share and an exercise price of thirty two Euro cents (€0.32) per share, with a total value of Euro five million nine hundred forty four thousand seven hundred forty two and forty cents (€5,944,742.40), to be allocated to the sole shareholder of Provisiona Iberia S.L. for the contribution of the totality of its shares.

2) thirteen million five hundred twelve thousand nine hundred seventy three (13,512,973) New Shares with a nominal value of four Euro cents (€0.04) per share and an exercise price of thirty two Euro cents (€0.32) per share, with a total value of Euro four million three hundred twenty four thousand one hundred fifty one and thirty six cents (€4,324,151.36), to be allocated to the sole shareholder of Serlusa Refrigerantes LDA for the contribution of the totality of its shares.

D) The New Shares to be covered within a deadline of four (4) months from the publication of the resolution regarding the Share Capital Increase in the General Commercial Registry (G.E.MI.).

E) Furthermore, the Board of Directors will recommend to the Extraordinary General Meeting of shareholders to authorize Messrs.: **1) Haralambos David**, Chairman of the Board of Directors of the Company, **2) Vassileios Soulis**, CEO of the Company, **3) Georgia Stathopoulou**, member of the Board of Directors, **4) Theodoros Rakintzis**, lawyer, **5) Meletios Andrianos**, lawyer, **6) Sotiria Pane**, lawyer, **7) Stylianos Christodoulakis**, lawyer, **8) Julio Veloso Caro**, lawyer, **9) Blanca Silva Ruiz Del Olmo**, lawyer, **10) Jorge Múgica Querejeta**, lawyer, **11) Irene Palma Sanabria**, lawyer, as each of the above, irrespective of the above order, and acting separately in the name and on behalf of the Company, to take all necessary actions for the completion of the Share Capital Increase, including indicatively the negotiation, finalization and signing of the share transfer documents between the Company and the shareholders of the Acquired Entities and other supplementary documents and the execution of any actions required under the law governing the operation of the Acquired Entities for the transfer of the shares of the Acquired Entities, to arrange the details of the Share Capital Increase and the admission of the New Shares to trading on the Athens Exchange, as well as to take, at his/her discretion, any further action that is required and to sign any ancillary document, application, statement, payment order required for the fulfilment of the above, including indicatively the publication of any relevant announcements, notifications, and reports as required by the applicable provisions.

**ITEM #2: Amendment of article 3 of the Company's Articles of Association due to the above increase**

**Required quorum: 1/2 (50%) of the paid-up share capital of the Company**

**Required majority: 2/3 of the votes represented at the Extraordinary General Meeting**

The Board of Directors will recommend to the Extraordinary General Meeting of shareholders the respective amendment of article 3 of the Company's Articles of Association by adding a subparagraph to paragraph 1, as follows:

*"By virtue of the Extraordinary General Assembly's resolution dated 30.4.2025, an increase of the Company's share capital was decided with contributions in kind, specifically by the contribution of all (100%) of the shares of the Spanish entity Provisiona Iberia, S.L. and the Portuguese entity Serlusa Refrigerantes, LDA, by the amount of Euro one million two hundred eighty three thousand six hundred eleven and seventy two cents (€1,283,611.72) with the issuance of thirty two million ninety thousand two hundred ninety three (32,090,293) new common registered shares, with voting rights, of a nominal value of four Euro cents (€0.04) per share and for an exercise price of thirty two Euro cents (€0.32) per share. The difference between the nominal value and the exercise price of the new shares, i.e., the total premium of Euro eight million nine hundred eighty five thousand two hundred eighty two and four cents (€8,985,282.04), will be credited to the Company's special account for the "Reserve from the issue of shares above par".*

*In view of the above, the share capital of the Company amounts today to Euro four million eight hundred forty six thousand seven hundred fifty five and eighty eight cents (€4,846,755.88) corresponding to one hundred twenty one million one hundred sixty eight thousand eight hundred ninety seven (121,168,897) shares of a nominal value of four Euro cents (€0.04) per share.*

**ITEM #3: Announcement of the election of Mrs. Georgia Stathopoulou as a non-executive member of the Board of Directors in replacement of a resigned member, pursuant to article 82 par. 1 of Law 4548/2018**

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

**Required majority: 50%+1 of the votes represented at the Extraordinary General Meeting**

The Board of Directors will announce to the Extraordinary General Meeting, in accordance with article 82 par. 1 of Law 4548/2018 and article 6 par. 3 of the Company's Articles of Association, the election of Mrs. Georgia Stathopoulou as a non-executive member of the Board of Directors by virtue of its meeting dated 16.7.2024 in replacement of the resigned non-executive member of the Board of Directors Mr. Georgios Diakaris. The aforementioned Board of Directors resolution has already been published (GEMI announcement protocol no. 3327453/19.7.2024).

The Board of Directors will note at the Extraordinary General Meeting that the Board of Directors has ascertained that the aforementioned non-executive member of the Board of Directors has the necessary knowledge and skills required for her position and meets all the individual suitability criteria, as specified in the approved Company's Suitability Policy. At the same time, it is noted that under the new composition of the Board of Directors, its collective suitability is ensured, while there is sufficient gender representation of at least twenty five percent (25%) of the total Board of Directors members, therefore achieving the required diversity.

Finally, the Board of Directors will inform the Extraordinary General Meeting that it has confirmed that the above non-executive member of the Board of Directors is not subject to any impediments or incompatibilities, in accordance with the provisions of the applicable corporate governance legislation, including the Corporate Governance Code adopted by the Company, the Internal Regulation of Operation of the Company and the Company's Suitability Policy, as well as the relevant decisions, circulars and guidelines of the Hellenic

Capital Market Commission, while at the same time the aforementioned person does not have the incompatibility of article 3 par. 4 of Law 4706/2020.

**NOTE: TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

The total number of ordinary nominal shares of the company under the trade name "FRIGOGLASS SOCIETE ANONYME OF INDUSTRIAL COOLERS", existing on April 9<sup>th</sup> 2025, day of the publication of the invitation amounts to eighty-nine million seventy-eight thousand six hundred and four (89,078,604). Each share gives a right to one vote.