



## **Resolutions of the annual Ordinary General Meeting**

The Anonymous Company under the name «**FLEXOPACK ANONYMOUS COMMERCIAL AND INDUSTRIAL PLASTICS COMPANY**» and with distinctive title «**FLEXOPACK S.A.**», (hereinafter referred to for brevity reasons as the «Company»), announces that on Friday the 28th of June 2019 at 15:00 , at the registered offices of the Company (Koropi Attica, position Tzima, Ifaistou street), the annual Ordinary General Meeting of its shareholders was held, which attended in person or by proxy shareholders representing 9.875.136 common registered shares and equal in number voting rights, i.e. percentage 84,26% out of total 11.720.024 shares and of equal in number voting rights of the Company.

The annual Ordinary General Meeting of the shareholders of the Company adopted the following resolutions on the agenda topics, as these resolutions are presented based on the voting results per topic, pursuant to those provided in article 133 par. 2 of Law 4548/2018, which have been also posted at the website of the Company ([www.flexopack.com](http://www.flexopack.com)).

**On the 1st topic** it approved unanimously the annual Financial Statements (corporate and consolidated) concerning the fiscal year 2018 (01.01.2018-31.12.2018) and as a whole the annual Financial Report for the said fiscal year, which has been compiled according to the applicable legal framework and published on Company's web site declared to General Business Registry (ΓΕΜΗ), transmitted to the web site of the Athens Stock Exchange where Company's shares are traded on and to the Capital Market Commission.

Number of shares for which votes were valid: 9.875.136

Percentage of share capital: 84,26%

Total number of valid votes: 9.875.136

Number of votes in favor: 9.875.136

Number of votes against: 0

Number of abstentions (Present): 0

**On the 2nd topic** it approved unanimously the annual Management Report of the Board of Directors, which is incorporated entirely in the Minutes of the Board of Directors dated 19th of April 2019 as well as the Audit Report of the Chartered Auditor - Accountant of the Company Mr. Serafim D. Makris (Auditing Company SOL AEOE) dated 22th of April 2019, referring to annual Financial Statements 2018 (01.01.2018-31.12.2018).

Number of shares for which votes were valid: 9.875.136  
Percentage of share capital: 84,26%  
Total number of valid votes: 9.875.136  
Number of votes in favor: 9.875.136  
Number of votes against: 0  
Number of abstentions (Present): 0

**On the 3rd topic** it approved unanimously the disposal (distribution) of profits for the fiscal year 2018 (01.01.2018-31.12.2018) and particularly it approved the non distribution of any dividend to the shareholders of the Company from the profits of the closing fiscal year 2018.

Number of shares for which votes were valid: 9.875.136  
Percentage of share capital: 84,26%  
Total number of valid votes: 9.875.136  
Number of votes in favor: 9.875.136  
Number of votes against: 0  
Number of abstentions (Present): 0

**On the 4th topic** decided unanimously as a result of voting by shareholders' call, the approval of the entire administration that took place during the year ended 31.12.2018 and discharged the Auditors of the Company from any compensation liability for the facts and for the overall management of the closing fiscal year 2018 (01.01.2018-31.12.2018) as well as for the annual Financial Statements of the said fiscal year.

Number of shares for which votes were valid: 9.875.136  
Percentage of share capital: 84,26%  
Total number of valid votes: 9.875.136  
Number of votes in favor: 9.875.136  
Number of votes against: 0  
Number of abstentions (Present): 0

**On the 5th topic** it elected unanimously, after the proposal of the Audit Committee, the appointment of the Auditing Company S.O.L. AEOE, registered in the Public Register of article 14, Law 4449/2017, for performing the audit of annual and of the semi-annual Financial Statements of the Company (corporate and consolidated) for the current fiscal year 2019 (01.01.2019-31.12.2019) and especially the appointment of Mr. Serafim Makris son of Dimitris (Registration Number of Chartered Accountants Body 16311) as regular Auditor and Mrs. Konstantina Giannopoulou daughter of George (Registration Number of Chartered Accountants Body 36881) as deputy Auditor.

It is noted that the above Auditing Company will also perform the annual tax audit in order to issue the Annual Tax Certificate and the Tax Compliance Report for the fiscal year 2019, according to article 65A of Law 4174/2013.

Finally, the Board of Directors is authorized to conclude an agreement with the above Auditing Company in terms of their fees and additionally send a written notification-order to the elected Auditing Company within five (5) days from the election date.

Number of shares for which votes were valid: 9.875.136

Percentage of share capital: 84,26%

Total number of valid votes: 9.875.136

Number of votes in favor: 9.875.136

Number of votes against: 0

Number of abstentions (Present): 0

**On the 6th topic** it approved unanimously the remuneration, allowances and other benefits in general paid to the members of the Board of Directors for the services rendered by them during the closed fiscal year 2018 (01.01.2018-31.12.2018).

Number of shares for which votes were valid: 9.875.136

Percentage of share capital: 84,26%

Total number of valid votes: 9.875.136

Number of votes in favor: 9.875.136

Number of votes against: 0

Number of abstentions (Present): 0

**On the 7th topic** it approved unanimously the Company's Remuneration Policy according to articles 110 and 111 of L. 4548/2018 as they are in effect, defines the specific framework, terms and principles of the remuneration and other benefits payable to the members of the Board of Directors (executive and non-executive), including the Managing Director (one and/or more, if any), the Executive Directors and their possible Deputy Directors and whose term of validity is four (4) years.

Number of shares for which votes were valid: 9.875.136

Percentage of share capital: 84,26%

Total number of valid votes: 9.875.136

Number of votes in favor: 9.875.136

Number of votes against: 0

**On the 8th topic** It approved the fees and remuneration of the members of the Board of Directors for the current fiscal year 2019 (01.01.2019-31.12.2019), which are in line with the principles and rules of the approved Remuneration Policy, and granted approval for prepayment of the fees to the above members for the time period until the next Ordinary General Meeting, according to article 109 of L. 4548/2018 as it is in effect.

Number of shares for which votes were valid: 9.875.136

Percentage of share capital: 84,26%

Total number of valid votes: 9.875.136

Number of votes in favor: 9.797.136  
Number of votes against: 0  
Number of abstentions (Present): 78.000

**On the 9th topic** it approved unanimously, according to the provisions of article 98, paragraph 1 of L. 4548/2018, the granting of authorization to the members of the Board of Directors and the Managers of the Company to participate in the Board of Directors or the management of other Group companies (existing and/or future), pursuing, similar or related purposes and to act in accordance with the objectives pursued by the Company.

Number of shares for which votes were valid: 9.875.136  
Percentage of share capital: 84,26%  
Total number of valid votes: 9.875.136  
Number of votes in favor: 9.875.136  
Number of votes against: 0  
Number of abstentions (Present): 0

**On the 10th topic** it approved unanimously the share capital increase of the Company Share capital increase of the Company by the amount of 703.201,44 Euro via the capitalization of part of the “share premium account” and increase of the nominal value per share of the Company by 0.06 Euro (from 0.54 Euro to 0.60 Euro).

Number of shares for which votes were valid: 9.875.136  
Percentage of share capital: 84,26%  
Total number of valid votes: 9.875.136  
Number of votes in favor: 9.875.136  
Number of votes against: 0  
Number of abstentions (Present): 0

**On the 11th topic** it approved unanimously the Share capital decrease of the Company by the amount of 703.201,44 Euro via the decrease of the nominal value per share of the Company by 0.06 Euro (from 0.60 Euro to 0.54 Euro) and return – payment of the corresponding capital to the Company’s shareholders.

Number of shares for which votes were valid: 9.875.136  
Percentage of share capital: 84,26%  
Total number of valid votes: 9.875.136  
Number of votes in favor: 9.875.136  
Number of votes against: 0  
Number of abstentions (Present): 0

**On the 12th topic** it approved unanimously the amendment of the relevant article 5, paragraph 1 of the Company’s Articles of Association, as a consequence of the decisions

taken under topic ten and eleven above, as it has been announced by the Company in a draft format based on article 123, par.4, of Law 4548/2018.

Number of shares for which votes were valid: 9.875.136

Percentage of share capital: 84,26%

Total number of valid votes: 9.875.136

Number of votes in favor: 9.875.136

Number of votes against: 0

Number of abstentions (Present): 0

**On the 13th topic** it approved unanimously the granting of the respective authorizations towards the Company's Board of Directors in order to nominate the required dates ( the ex-return of capital date, return of capital beneficiaries-record date, payment dates etc) concerning the execution of the above decisions (topics 10 and 11) of the Company's share capital increase and decrease and additionally, take any action in order to obtain the required approvals from competent authorities and do whatever is required so that the return of capital is paid to the beneficiaries.

Number of shares for which votes were valid: 9.875.136

Percentage of share capital: 84,26%

Total number of valid votes: 9.875.136

Number of votes in favor: 9.875.136

Number of votes against: 0

Number of abstentions (Present): 0

**On the 14th topic** it approved unanimously the Election-Appointment of a three-member Audit Committee, according to the provisions of article 44 of Law 4449/2017, which constitutes of the following natural persons: 1) Dimitrio Panagota son of Ioannis, suspended Chartered Auditor - Accountant of the Company, 2) Aliko Benroubi daughter of Sam Samouil, independent and non-executive member of the Board of Directors and 3) Nikolaos Vlachos son of Mathaios, non-executive member of the Board of Directors. At the same time it proceeded to the appointment of a three-year term for the aforementioned Audit Committee, starting 28.06.2019 and expiring on 28.06.2022, as well as the election of Mr. Dimitrios Panagotas son of Ioannis as its Chairman.

Number of shares for which votes were valid: 9.875.136

Percentage of share capital: 84,26%

Total number of valid votes: 9.875.136

Number of votes in favor: 9.875.136

Number of votes against: 0

Number of abstentions (Present): 0

**On the 15th topic** it approved unanimously the Amendment to the Articles 4, 5, 6, 7, 9, 10, 13, 14, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38 and 39 of Association with a view to adapting and harmonizing with the provisions of L. 4548/2018, as in force, as it has been announced by the Company in a draft format based on article 123, par.4, of Law 4548/2018.

Number of shares for which votes were valid: 9.875.136

Percentage of share capital: 84,26%

Total number of valid votes: 9.875.136

Number of votes in favor: 9.875.136

Number of votes against: 0

Number of abstentions (Present): 0

Koropi, 28th of June 2019

On behalf of «FLEXOPACK S.A.»