

**DRAFT RESOLUTIONS OF THE ORDINARY SHAREHOLDERS MEETING,**  
**DATED 17.05.2023, FOR EACH ITEM OF THE AGENDA**  
**OF THE COMPANY “ALPHA TRUST-ANDROMEDA INVESTMENT TRUST S.A.”**  
**(“Company”)**

**Item No 1:** Submission and approval of the annual Financial Statements of the fiscal year 2022 accompanied by the reports of the Board of Directors and the Certified Public Accountant Auditors of the Company.

**Draft Resolution**

**Required quorum: 1/5 of the Company’s paid-up capital**

**Required majority: 50%+1 of the votes represented (at the Shareholders Meeting)**

The Shareholders Meeting, following a legal vote, approves (by absolute majority of .....% of the represented votes, namely with ..... votes) the Annual Financial Statements, which have been prepared in accordance with International Financial Reporting Standards (IFRS) (namely the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Cash Flow Statement and the accompanying Explanatory Notes to the Financial Statements), the Management Report of the Board of Directors and the Independent Certified Public Accountant Auditor’s Report for fiscal year 2022.

**Item No 2:** Approval, in accordance with article 108 of Law 4548/2018, of the total management of the members of the Board of Directors that took place during the fiscal year 2022 and discharge of the Certified Public Accountant Auditors, in accordance with par. 1 c) of article 117 of Law 4548/2018.

**Draft Resolution**

**Required quorum: 1/5 of the Company’s paid-up capital**

**Required majority: 50%+1 of the votes represented (at the Shareholders Meeting)**

The Shareholders Meeting, following a legal vote (by absolute majority of .....% of the represented votes, namely with ..... votes) resolves and approves the total management of the members of the Board of Directors that took place during the fiscal year 2022 and expresses its acknowledgement for their services rendered to the Company.

The Shareholders Meeting, via a separate vote, (by absolute majority of .....% of the represented votes, namely with ..... votes), also resolves and discharges the Certified Public Accountant Auditors a) Dimitrios Melas, with S.O.E.L. registration number 22001 (Regular Auditor) and b) Panagiotis Gioumes, with S.O.E.L. registration number

44421 (Substitute Auditor) from any liability for the activities of the fiscal year 2022, in accordance with par. 1 c) of article 117 of Law 4548/2018.

**Item No 3: Approval of dividend distribution deriving from previous fiscal years.**

**Draft Resolution**

**Required quorum: 1/5 of the Company's paid-up capital**

**Required majority: 50%+1 of the votes represented (at the Shareholders Meeting)**

The Chairman of the Ordinary Shareholders Meeting informs the Messrs. shareholders that out of the total profit for distribution of an amount of € 4,776,950.72, the free amount for distribution, namely the cumulative amount of the realized profits from previous fiscal years amounted to € 1,306,696.71. From the above amount of the realized profits for distribution, namely the €1,306,696.71, the amount of € 621,186.26, namely €0.1757608886 per share, has already been distributed to the shareholders as dividend from the profits of previous fiscal years, in accordance with the resolution of the Board of Directors on December 6, 2022.

Therefore, the Chairman of the Ordinary Shareholders Meeting recommends to the shareholders of the Company the approval of the distribution of a dividend from profits of previous fiscal years of a total amount of € 685,510.45, namely € 0.1939610284 per share and informs the shareholders that the Board of Directors has ascertained, with the assistance of the Company's financial advisors, that the requirements of article 159 of Law 4548/2018 for the above dividend distribution have been met.

The Shareholders Meeting, following a legal vote (by absolute majority of .....% of the represented votes, namely with ..... votes) approves the distribution of a dividend of a total amount of € 685,510.45, namely € 0.1939610284 per share.

Furthermore, the Shareholders Meeting, following a legal vote (by absolute majority of .....% of the represented votes, namely with ..... votes), resolves that the distribution of the above dividend shall be carried out as follows:

- The ex-dividend date is 22.05.2023.

-The beneficiaries of the dividend shall be the shareholders of the Company registered in the records of the Dematerialized Securities System or any person identified as such based on the relevant date through registered intermediaries or other intermediaries, in line with the legislative provisions (Law 4548/2018, 4569/2019, 4706/2020 and Regulation (EU) 2018/1212) as well as the Hellenic Central Securities Depository Operating Regulation (Government Gazette B/1007/16.03.2021), on 23.05.2023 (record date).

- Payment shall begin on 26.05.2023 and it shall be done through a financial institution.

- Authorizes the Company's Board of Directors, with the right of sub-delegation to any of the Company's employees, to determine the necessary legal procedures to ensure that the said ex-dividend date and payment dates are met and to publish an announcement with more detailed information, in order to fully inform the investing public, as well as to take any action required for the implementation of the above resolution.

**Item No 4: Approval of financial results distribution for the fiscal year 2022.**

**Draft Resolution**

**Required quorum: 1/5 of the Company's paid-up capital**

**Required majority: 50%+1 of the votes represented (at the Shareholders Meeting)**

The Chairman of the Shareholders Meeting informs the Messrs. shareholders that the pre-tax result for the fiscal year 2022 amounts to a loss of € 1,105,401.05 and after the total tax charge of € 29,501.92, the after-tax loss, amounts to € 1,134,902.97. From the total results for distribution of € 4,776,950.72, the amount available for distribution, namely the cumulative amount of realized profits from previous years, amounted to €1,306,696.71, the amount of € 621,186.26 has already been distributed to the shareholders, in accordance with the resolution of the Board of Directors, dated December 6, 2022, while the remaining amount of € 685,510.45 will be distributed to the shareholders in accordance with the previous resolution of the Ordinary Shareholders Meeting.

Having regard to the above, the Shareholders Meeting, following a legal vote (by absolute majority of .....% of the represented votes, namely with ..... votes) the distribution of the financial results of the fiscal year 2022, pursuant to the table below:

	1/1-31/12/2022
<b>Net period result</b>	<b>-1.134.902,97</b>
Plus: previous fiscal years' results	5.911.853,69
<b>Total results to be distributed</b>	<b>4.776.950,72</b>
<b>Distribution to :</b>	
Dividends	1.306.696,71
Retained Earnings balance	3.470.254,01
<b>Total</b>	<b>4.776.950,72</b>

**Item No 5: Election of an Auditing Company of Certified Public Accountant Auditors for the statutory and tax audit of the year 2023 and determination of its remuneration.**

**Draft Resolution**

**Required quorum: 1/5 of the Company's paid-up capital**

**Required majority: 50%+1 of the votes represented (at the Shareholders Meeting)**

The Chairman of the Ordinary Shareholders Meeting informed the Shareholders regarding the proposal, dated 25.04.2023, submitted by the Board of Directors of the Company, following the recommendation of the Company's Audit Committee, for the election of the Auditing Company "GRANT THORNTON. CHARTERED ACCOUNTANTS & MANAGEMENT CONSULTANTS" to perform the statutory and tax audit of the fiscal year 2023 for a remuneration equal to a) € 9,000.00 plus VAT, for the statutory audit of the annual financial statements, b) € 4,000.00, plus VAT, for the review of the interim financial statements and c) € 5,000.00, plus VAT, for the issuance of the tax certificate provided by law.

The Shareholders Meeting, following a legal vote (by absolute majority of .....% of the represented votes, namely with ..... votes), approves the performance of the statutory and tax audit of the fiscal year 2023 by the Auditing Company "GRANT THORNTON. CHARTERED ACCOUNTANTS & MANAGEMENT CONSULTANTS", which is located in Athens, Attica, at 58 Katehaki Street, Athens, Greece, with S.O.E.L. registration number 127, and in particular by the independent Certified Public Accountant Auditors (one regular auditor and one substitute auditor) whom the above-mentioned auditing company shall appoint, as well as the above-mentioned remuneration proposed by the Company's Board of Directors.

**Item No 6: Submission for discussion, vote and approval of the Remuneration Report, in accordance with article 112 of Law 4548/2018, for the fiscal year 2022.**

#### **Draft Resolution**

**Required quorum: 1/5 of the Company's paid-up capital**

**Required majority: 50%+1 of the votes represented (at the Shareholders Meeting)**

The Shareholders Meeting, following a legal vote (by absolute majority of .....% of the represented votes, namely with ..... votes) approves, in accordance with article 112 of Law 4548/2018, the Company's Remuneration Report, for the fiscal year 2022.

**Item No 7: Approval of the remuneration paid to the members of the Board of Directors for the fiscal year 2022 and pre-approval for the payment of fees during the current and the first half of the following fiscal year.**

#### **Draft Resolution**

**Required quorum: 1/5 of the Company's paid-up capital**

**Required majority: 50%+1 of the votes represented (at the Shareholders Meeting)**

The Shareholders Meeting, following a legal vote (by absolute majority of .....% of the represented votes, namely with ..... votes), resolves and:

1) Approves the remuneration paid, during the fiscal year 2022 to the members of the Board of Directors, of a total amount of € 102,254.

The above amount includes a) € 60,000 of gross fixed remuneration of Board of Directors members for their participation in the Board of Directors, b) gross remuneration of Board of Directors members for their participation in the Company's Audit Committee, of a total amount of € 4,000, b) gross annual remuneration of the outgoing and the current CEO of a total amount of € 32,333, c) miscellaneous benefits of a gross amount of € 5,921 (i.e. mobile phone expenses, provision of a company car and payment of employer's contributions to a professional insurance fund) received by the outgoing and the current CEO during the fiscal year 2022.

It is noted for the completeness of the information that in fiscal year 2022 a gross amount of 5,000 was paid to the Chairman of the Audit Committee who is not a member of the Board of Directors.

2) Pre-approves the payment of remuneration to the members of the Board of Directors of the Company up to the total amount of € 150,000 for the fiscal year 2023 and up to the total amount of € 75,000 for the first semester of the fiscal year 2024· in the above mentioned amounts the remuneration of the CEO of the Company up to the amount of € 48,000, for the fiscal year 2023 and up to the amount of € 24,000 for the first semester of the fiscal year 2024 is included (and therefore pre-approved).

**Item No 8: Grant of permission, in accordance with article 98 par. 1 of Law 4548/2018, as in force, to the members of the Board of Directors for their participation in the Boards of Directors of companies which pursue purposes similar or comparable to the Company.**

#### **Draft Resolution**

**Required quorum: 1/5 of the Company's paid-up capital**

**Required majority: 50%+1 of the votes represented (at the Shareholders Meeting)**

The Shareholders Meeting, following a legal vote, (unanimously or by absolute majority with..... votes or percentage .....% of the share capital), granted permission, in accordance with Article 98 par. 1 of Law 4548/2018, as in force, to the members of the Company's Board of Directors, to perform either on their behalf or on the behalf of third parties, actions which fall within any of the purposes pursued by the Company, as well as to participate as general partners or as members of the Board of Directors or in the Management of other companies pursuing purposes similar or comparable to the ones pursued by the Company.

**Item No 9: Approval of the agreement dated 31.05.2022 between the Company and the external management company under the name "ALPHA TRUST Mutual Fund and Alternative Investment Fund Management S.A.", as amended and in force, and**

**extension of its duration, in accordance with the provisions of Law 3371/2005 and Law 4209/2013.**

### **Draft Resolution**

**Required quorum: 1/5 of the Company's paid-up capital**

**Required majority: 50%+1 of the votes represented (at the Shareholders Meeting)**

The Shareholders Meeting, following a legal vote, (unanimously or by absolute majority with..... votes or percentage .....% of the share capital) and in accordance with the provisions of Law 3371/2005 and Law 4209/2013 approves:

1) the Alternative Investment Fund Management Agreement, dated 31.05.2022, that the Company has entered into with the external management company "ALPHA TRUST MUTUAL FUND AND ALTERNATIVE INVESTMENT FUND MANAGEMENT S.A.", as amended and in force by the dated 25.04.2023 amendment (the "Agreement"). Under the Agreement, ALPHA TRUST MUTUAL FUND AND ALTERNATIVE INVESTMENT FUND MANAGEMENT S.A. has undertaken duties of external manager of the Company - within the meaning of article 6 par. 2 of Law 4209/2013 - and provides the investment management function of the Company, where the term "investment management" is defined as the portfolio and risk management. ALPHA TRUST MUTUAL FUND AND ALTERNATIVE INVESTMENT FUND MANAGEMENT S.A. has also undertaken ESG monitoring. In addition, the said management company also provides infrastructure and facilities management services and information security services. The term of the Agreement has been agreed to commence from 01.06.2022 and subject to the approval of the Ordinary Shareholders Meeting, it will be renewed annually.

The management company will be remunerated a) with a fixed remuneration calculated on a scale based on the level of the Company's net asset value b) with an additional success fee on the annual net positive return of the Company's portfolio and c) with a fixed amount of € 950 per month for the provision of ESG monitoring, portfolio risk management, monitoring/reporting services.

2) the extension of the duration of the Agreement for one (1) more year, i.e. until the next Ordinary Shareholders Meeting of the Company.

**Item No 10: Submission of the Audit Committee's Annual Activity Report for the fiscal year 2022 pursuant to article 44 paragraph 1 of Law 4449/2017.**

### **Draft Resolution**

The Chairman of the Shareholders Meeting informed the Messrs. shareholders that the Company's Audit Committee has submitted to the Ordinary Shareholders Meeting its Activity Report for the fiscal year 2022 pursuant to article 44 par. 1 of Law 4449/2017, as in force. The Audit Committee's Annual Activity Report is intended to inform the shareholders of the Committee's activities during the 2022 fiscal year in accordance with its prescribed responsibilities. The Audit Committee's Annual Activity Report has been

made available to shareholders and the investing public via the Company's website <https://www.andromeda.eu/anakoinoseis-oles/genikes-suneleuseis/taktikes/>.

**Item No 11: Submission of the independent non-executive members of the Board of Directors Report, pursuant to paragraph 5 of article 9 of Law 4706/2020.**

**Draft Resolution**

The Chairman of the Shareholders Meeting informed the Messrs. shareholders that the Independent Chairman of the Company's Board of Directors, Ms Margarita Vlachochristou, in order to inform the shareholders about the activities of the independent non-executive members of the Board of Directors, has submitted to the Ordinary Shareholders Meeting the independent non-executive members of the Board of Directors Report, pursuant to paragraph 5 of article 9 of Law 4706/2020.

The aforementioned Report of the independent non-executive members of the Board of Directors has been made available to shareholders and the investing public via the Company's website <https://www.andromeda.eu/anakoinoseis-oles/genikes-suneleuseis/taktikes/>.

**Item No 12: Announcement of the temporary replacement by the Board of Directors of the resigned Chairman of the Audit Committee and election of a new (permanent) member of the Audit Committee.**

**Draft Resolution**

**Required quorum: 1/5 of the Company's paid-up capital**

**Required majority: 50%+1 of the votes represented (at the Shareholders Meeting)**

The Chairman of the Ordinary Shareholders Meeting announced to the Messrs. shareholders that Mr. Nikolaos Tzanetos has submitted his resignation from the position of member and Chairman of the Audit Committee, for personal reasons, effective from 31.01.2023.

Following this, the Chairman of the Ordinary Shareholders Meeting informed the shareholders that the Board of Directors, having taken into account the relevant recommendation of the Company's Remuneration and Nomination Committee, appointed, pursuant to its no. 445/03.02.2023 resolution, Ms. Eleni Kyriazi (third person - non-member of the Board of Directors) as a new member of the Company's Audit Committee, in a temporary replacement of the resigned Mr. Nikolaos Tzanetos, in accordance with par. 1 subparagraph f case 2 of article 44 of Law 4449/2017.

The Chairman of the Ordinary Shareholders Meeting announced to the Messrs. Company's shareholders the following:

1) Regarding the election of Ms. Eleni Kyriazi as member of the Audit Committee, to take into consideration the briefing note, which is submitted to the Ordinary Shareholders Meeting and which includes the aforementioned recommendation of the Company's Remuneration and Nomination Committee, as well as the CV of Ms. Kyriazi, as has been made available to shareholders and the investing public via the Company's website: <https://www.andromeda.eu/anakoinoseis-oles/genikes-suneleuseis/taktikes/>

2) to approve the above temporary replacement, as well as to appoint and elect Ms. Eleni Kyriazi as new permanent member of the Company's Audit Committee for the remaining period until the expiry of the term of the current Audit Committee.

3) that the Audit Committee remains an independent committee of the Company, consisting of two (2) independent non-executive members of the Board of Directors and one (1) third person, independent, non-member of the Board of Directors, with a term of office equal to the term of office of the members of the Board of Directors, namely expiring on 23.06.2024, extendable until the next Ordinary Shareholders Meeting.

The Shareholders Meeting, following a legal vote, (unanimously or by absolute majority with..... votes or percentage .....% of the share capital), accepts and approves the Chairman's proposal and:

1) approves the election of Ms. Eleni Kyriazi (third person - non-member of the Board of Directors) as a new member of the Company's Audit Committee, as a temporary replacement of the resigned Mr. Nikolaos Tzanetos, pursuant to the Board of Directors' resolution no. 445/03.02.2023,

2) elects Ms. Eleni Kyriazi as new permanent member of the Company's Audit Committee for the remaining period until the expiry of the term of the current Audit Committee,

3) ascertains that following the above new composition of the Company's Audit Committee, the Audit Committee remains an independent committee of the Company, consisting of two (2) independent non-executive members of the Board of Directors and one (1) third person, independent, non-member of the Board of Directors, with a term of office equal to the term of office of the members of the Board of Directors, namely expiring on 23.06.2024, extendable until the next Ordinary Shareholders Meeting.

### **Item No 13: Miscellaneous announcements.**

#### **Draft Resolution**

The Chairman of the Ordinary Shareholders Meeting announced to the shareholders that the Chairman of the Board of Directors, namely Mr. Nikolaos Kyriazis, has submitted his resignation as member and Chairman of the Board of Directors of the Company for personal reasons, effective from 12.04.2023.

Following this, the Chairman of the Ordinary Shareholders Meeting informed the Messrs. shareholders that the Company's Board of Directors during its meeting at 12.04.2023, having taken into consideration the relevant recommendation of the Company's Remuneration and Nomination Committee, unanimously decided the following a) not to replace the resigned member of the Board of Directors but to continue the management and representation of the Company by the remaining five (5) members of the Board of Directors, in accordance with article 82 par. 2 of Law 4548/2018 in conjunction with



Article 10 of the Company's Articles of Association, and b) to fill the vacant position of the Chairman of the Board of Directors by internal succession by Ms. Margarita Vlachochristou.