

MINUTES #3

DECISIONS OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE LIMITED LIABILITY COMPANY "QUALCO GROUP S.A." WITH GENERAL COMMERCIAL REGISTRY NUMBER 182289601000

14th March 2025

Minutes of the Extraordinary General Meeting of the shareholders of the limited liability company "QUALCO GROUP S.A." (the "**Company**"), taken by the shareholders of the Company and in particular by the shareholder **Wokalon Finances Limited**, having its registered office at 66 Acropolis Street, Acropolis Tower, 6th floor, Strovolos, 2012, Nicosia, Cyprus registered with the Companies Registry under no. HE 242117 (**Wokalon Finances**), and by the shareholder **Amely SARL**, having its registered office at 2 Fossé Street L-1536, Luxembourg, registered in the Luxembourg register of companies under number B216632 (**Amely**), without a meeting pursuant to Article 136 of Law 4548/2018 as in force.

ITEM ONE: Listing of all the Company's ordinary, registered, voting shares on the Regulated Market (Main Market) of the Athens Exchange, in accordance with the provisions of Law 3371/2005, as amended and in force. Approval of (i) the share offer to (a) the investing public in Greece and (b) institutional investors outside Greece, in the context of the listing of all the Company's ordinary, registered, voting shares for trading on the Main Market of the Athens Stock Exchange, (ii) the draft prospectus, which has been prepared for the above purposes, (iii) the submission of the draft prospectus to the Hellenic Capital Market Commission and the Athens Stock Exchange (iv) the initial registration of all ordinary, registered, voting shares issued by the Company with the "Hellenic Central Securities Depository S.A.". Provision of relevant authorisations.

On the first item, the Chairman of the General Meeting recommended to the shareholders the admission of all the Company's ordinary, registered, voting shares to trading on the Regulated Market (Main Market) of the Athens Stock Exchange ("**ATHEX**") in order to raise additional capital to strengthen the Company's equity, and to generally strengthen and further develop its business in accordance with its business plan and strategic objectives ("**Listing on the ATHEX**").

In the context of the Listing on the ATHEX, the Chairman of the General Meeting proposed to the shareholders to carry out a combined (a) offer to the public in Greece, in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14th of June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC, as amended and in force, the applicable provisions of Law 4706/2020 and the relevant HCMC implementing decisions ("**Greek Public Offer**"), to natural and legal persons and entities, which do not meet the criteria set out in Annex II of Law 4514/2018, as in force ("**Individuals Investors**") and to natural or legal persons described in section I ("**Categories of clients considered as**

professionals”) of Annex II to Law 4514/2018, as in force, and natural or legal persons who are treated, upon their request, as professional investors, in accordance with section II (“Clients who may be treated as professionals upon their request”) of Annex II of the same law or are recognized as eligible counterparties in accordance with Article 30 of Law 4514/2018, unless they have requested to be treated as Private Investors (“**Qualified Investors**”);

(b) offer of shares, other than in Greece, pursuant to a private placement that is exempt from the publication of a prospectus for public offerings under applicable laws, (i) in the United States of America, only to persons reasonably believed to be qualified institutional buyers, as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (the “**Qualified Institutional Buyers**”), and (ii) outside the United States, pursuant to Rule S under the U.S. Securities Act of 1933, as amended (the “**Institutional Offer**”).

In both the Greek Public Offer and the Institutional Offer, the initially offered ordinary, registered, voting shares of the Company to be allotted, excluding the shares of the Additional Allotment (if any) (the “**Initially Offered Shares of the Greek Public Offer**”), will be of the following origin:

(a) an increase in share capital decided by the Company for this purpose by issuing new ordinary, registered, voting shares, for a cash contribution with the cancellation of the pre-emptive rights of existing shareholders, as set out in Item 2 (the “**Increase**”, the “**New Shares**”); and

(b) existing ordinary, registered, voting shares to be offered by the existing shareholders, Wokalon Finances and Amely (“**Sale Shares**”).

In the context of the Listing on the Athens Stock Exchange, the Chairman of the General Meeting has recommended to the shareholders the assignment of the services of the Issuance Advisor to “Piraeus Bank SA” (the “**Advisor**”) and, jointly, to the Advisor and “EUROXX Stock Exchange S.A.”, the services of issuance coordinator and underwriter in the Greek Public Offer (jointly, the “**Issuance Coordinators**” or “**Greek Underwriters**”), to appoint UBS Europe SE as stabilisation manager and underwriter in the Institutional Offer (the “**UBS**” or “**Stabilisation Manager**” or “**International Underwriter**”), and to appoint UBS and the Issuance Coordinators as joint global coordinators (the “**Joint Global Coordinators**”). The Advisor, together with the Company, are already in the process of drafting the prospectus for the admission of its ordinary shares to trading on the Main Market of the Athens Exchange (the “**Prospectus**”), as well as all the necessary declarations/assurances/certifications and/or procedures required by the applicable legislation.

In addition, in the context of the Listing on the Athens Stock Exchange, the Chairman of the General Meeting has recommended to the shareholders that additional shares be allocated by the selling shareholders, Amely and Wokalon Finances, in order to carry out share price stabilisation operations (the “**Additional Allocation Shares**”), after the completion of the Public Offer and in particular during the period commencing from the day of commencement of trading of the shares on the Regulated Market of the Athens Stock Exchange and ending thirty (30) calendar days later, in accordance with Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052.

The General Meeting, accepting the above recommendations of the Chairman, unanimously decides as follows:

(a) to list all of the Company's ordinary shares on the Main Market of the Athens Stock Exchange (in accordance with the provisions of Law 3371/2005) in accordance with the aforementioned recommendations and the decisions to be taken in the following agenda items and to appoint "Piraeus Bank SA" as the issuance advisor (the "**Advisor**") and, jointly, the Advisor and "EUROXX Stock Exchange S.A.", as the issuance coordinators and underwriters to the Greek Public Offer (jointly, the "**Issuance Coordinators**" or the "**Greek Underwriters**"), UBS Europe SE as stabilisation manager and underwriter to the Institutional Offer ("**UBS**" or the "**Stabilisation Manager**" or the "**International Underwriter**"), and UBS and the Issuance Coordinators as joint global coordinators (the "**Joint Global Coordinators**") and authorizes the Board to appoint, at its discretion, other persons (as well) in one or more of these capacities;

(b) to grant the Board of Directors the authority to determine the representation of the Company before the Athens Stock Exchange, the company called "HELLENIC CENTRAL SECURITIES DEPOSITORY SOCIETE ANONYME" ("**ELKAT**"), the Hellenic Capital Market Commission and before any competent authority or third party in relation to the Listing on the Athens Stock Exchange., the initial listing of the shares to ELKAT and the approval of the Prospectus respectively, and generally to take all necessary actions and make all necessary representations on behalf of the Company, and to arrange the details of any matter relating to the Listing on the Athens Stock Exchange;

(c) to authorise the Board of Directors to prepare the Prospectus, in consultation with the Advisor and the Coordinating Principal Contractors, and other required applications, statements, certifications and documents,

(d) the granting of authorization to the Board of Directors for the Company to enter into the contracts relating to the Greek Public Offer and the Listing and the Institutional Offer,

(e) to authorise the Board of Directors to determine the range of the offer price of the Greek Public Offer and the Institutional Offer (including the maximum price) and the final offer price of the shares of the Greek Public Offer and the Institutional Offer (which will be common to the Greek Public Offer and the Institutional Offer), for both the New Shares and the Sale Shares) to be determined by the Coordinating Lead Underwriters in cooperation with the Company, through book building and in accordance with a procedure to be described in the Prospectus,

(g) to authorize the Board of Directors to approve the final terms of the transaction, the final allocation and the final number of shares to be allocated in the Greek Public Offer and the Institutional Offer, to be determined at the discretion of the Company and the selling shareholders, in consultation with the Joint Global Coordinators, following the completion of the book-building process, based on the demand in each leg of the Combined Offer and the priority of demand satisfaction between New Shares and Sale Shares and between Private Investors, Special Investors and Special Institutional Buyers,

The General Meeting also unreservedly approved all actions taken by the Board of Directors prior to this resolution for the purposes of the Listing.

ITEM TWO: Granting the Board of Directors the power to increase the Company's share capital and to limit or exclude the shareholders' pre-emptive rights, pursuant to article 24 par. 1 (b) and 27 para. 4 L. 4548/2018.

The Chairman of the General Meeting in the context of the Listing of all the Company's common, voting shares on the Regulated Market (Main Market) of the Athens Exchange, in

accordance with the provisions of Law 3371/2005, as amended and in force, recommends that the Company increase its share capital through a cash contribution.

More specifically, the said increase of the Company's share capital is proposed to be carried out through the issue of a number of new ordinary shares with voting rights to be determined by the Board of Directors, with the cancellation of the pre-emptive rights of the existing shareholders pursuant to article 24 par. 1(b) and Article 27 para. 1 of Law 4548/2018, and to be covered by the public offer within the meaning of Article 2(d) of Regulation (EU) 2017/1129, in Greece and the Institutional Offer ("**Increase**").

Following the above, the General Assembly unanimously granted the Board of Directors the following powers, which may be exercised within five (5) years:

(a) decide, in accordance with Article 24 para. 1 (b) of Law 4548/2018 with the quorum and majority provided by law, to increase the Company's share capital by an amount not exceeding three times the paid-up share capital of the Company existing on the date of granting such powers to the Board of Directors, by issuing new common nominal shares with voting rights, and to determine the specific terms and timing of the share capital increase by its relevant decision in accordance with the applicable provisions of Law 4548/2018, including, but not limited to, the structure of the increase, the way of distribution of the new shares (through a public offer in Greece and abroad), the price of the new shares, the criteria of distribution among the different categories of investors, the conclusion of the necessary contracts or agreements with intermediaries, organizers, coordinating or managing banks and/or other investment service providers, and, in general, to undertake any necessary, necessary or expedient act, action and legal transaction for the implementation of the increase and the determination of the manner and other details of the distribution of the new shares, including the relevant amendment of the Company's Articles of Association, and, in general, to undertake any necessary, necessary or expedient act, action and legal transaction for the implementation of the increase and the determination of the manner and other details of the distribution of the new shares, including the relevant amendment of the Company's Articles of Association, and

(b) limit or exclude the pre-emptive rights of existing shareholders, in accordance with the provisions of Article 27 par. 4 of Law 4548/2018 in the context of the Increase decided by the Board of Directors, in accordance with the authorization under (a) above.

The General Meeting unanimously accepts all the above recommendations of the Chairman of the General Meeting and approves both the increase of the Company's Share Capital, in accordance with all the above mentioned, and the allocation of shares under the above conditions.

ITEM THREE: Free allocation of shares, pursuant to article 114 of Law no. 4548/2018 and the Initial Public Offering and Listing Awards Programme established by the Company.

The Chairman of the General Meeting reminds the shareholders of the free share offering program, pursuant to article 114 of Law 4548/2018, available to the Company, in accordance with a previous resolution of the General Meeting of Shareholders, with the purpose of providing a reward to executive members of the board of directors, managers, other selected executives, of the Company and/or its affiliated companies within the meaning of article 32 of law 4308/2014, as well as persons providing services to the Company or its affiliated companies within the meaning of article 32 of law 4308/2014, for their contribution to the establishment and preparation of the Company for its achievement and subject to the

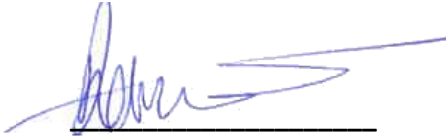
achievement of the listing of its shares for trading on the regulated market of the Athens Stock Exchange (the "**Initial Public Offering and Listing Award Scheme**" or the "**Scheme**"). The free allocation is to be made with the simultaneous listing of the shares of the Programme on the Athens Stock Exchange, while the terms of the allocation, such as the obligation to hold the shares for a certain period of time, the beneficiaries, their categories and any other relevant condition, are defined in accordance with the Scheme.

The General Meeting unanimously decides to provide new common, registered, voting shares free of charge, with a nominal value not exceeding 1.19% of the paid-up share capital of the Company at the date of the resolution of this General Meeting. The shares will result from the capitalisation of an equal amount of distributable reserves at par by increasing (the "**Increase by capitalisation of reserves**"), in an amount to be determined by the Board of Directors, which is hereby authorized to decide on the relevant share capital increase and the issue, with the cancellation of the pre-emptive rights of the existing shareholders pursuant to Article 27 of Law No. 4548/2018, a total of up to seven hundred thousand (700,000) new, common, registered shares, with a nominal value of one Euro (€ 1) each, in order to be distributed free of charge to the categories of beneficiaries of the Scheme, as such are defined in accordance with the Scheme, in accordance with the provisions of article 114 of Law 4548/2018, for the purpose of rewarding executive members of the board of directors, managers, other selected executives, of the Company and/or its affiliated companies within the meaning of article 32 of law 4308/2014, as well as persons providing services to the Company or its affiliated companies within the meaning of article 32 of law 4308/2014 on a regular basis, for their contribution to the establishment and preparation of the Company to achieve the Listing (the "**Initial Public Offering and Listing Awards**").

The Increase with Capitalisation of Reserves and the allocation of the Initial Public Offer and Listing Awards to the beneficiaries is proposed to be carried out simultaneously and in combination with the Increase, in the context of and subject to the Listing on the Athens Stock Exchange. The Board of Directors is authorized to take any legal act, deed and action to implement the above resolution, including the final determination of the beneficiaries or their categories, the shares per beneficiary and any other terms.

In view of the above, the General Assembly consents to the granting of the above authorisations. It is noted that the General Meeting acknowledges that the draft documents presented may be signed and/or submitted with such amendments, changes or adjustments as the authorised signatory of the Board of Directors may, at its discretion, deem appropriate or necessary for their finalisation, and recognises such documents as binding on the Company in their final form.

For Wokalon Finances Limited

A handwritten signature in blue ink, appearing to be 'Spyridon Retzekas', written over a horizontal line.

Name: Spyridon Retzekas
Capacity: Director

For Amely SARL

Name:
Capacity:

For Wokalon Finances Limited

Name:
Capacity:

For Amely SARL

DocuSigned by:
Nathalie Houllé
227518E2F3A4459...

Name: Nathalie Houllé
Capacity: Manager

**Certified copy from the Book of Minutes of the General Meeting
Athens, today,
The Chairman of the Board of Directors**

A handwritten signature in blue ink, appearing to be 'Orestis Tsakalotos', written in a cursive style.

Orestis Tsakalotos