

DRAFT RESOLUTIONS FOR THE ITEMS OF THE AGENDA OF

**THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE SOCIÉTÉ ANONYME UNDER THE NAME
"Qualco Group S.A." and**

distinctive title "Qualco Group" with General Commercial Registry No. 182289601000

(hereinafter the "Company") on

Tuesday, 30 June 2026 at 14:00.

- 1. Submission for approval of the Annual Financial Report of the Company and the Group for the financial year 2025, including the Annual Financial Statements of the Company and the Group for the financial year 2025, together with the Board of Directors' Report and Statements, as well as the respective auditor's reports. Distribution of profits.**

Required Quorum:	Shareholders representing 1/5 of the Company's paid-up share capital
Required majority:	50% of the total votes (present or represented) plus one vote

Following a relevant proposal by the Board of Directors, the General Meeting, by a majority exceeding the statutory threshold, resolved as follows:

A. Approves the Annual Financial Report of the Company and the Group for the financial year 2025, including the Annual Financial Statements of the Company and the Group for the financial year 2025, together with the Board of Directors' Report and Statements, as well as the respective auditor's reports, as the foregoing were approved by the Board of Directors at its meeting on April 21, 2026.

B. Approves the Board of Directors' proposal for the allocation of profits as follows:

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Profits for the year 2025 - Qualco Group SA Company only	3,536
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Legal reserve (as per Companies' Law) - 5% of net profits	177
Dividend	3,150
Retained earnings carried forward	209
Total proposed distribution	3,536

<i>Dividend payout ratio</i>	89%
<i>Dividend per share (in Euro)</i>	0.045

Based on the above, the proposed dividend distribution for 2025 amounts to € 0.045 (gross) per share.

In addition, the General Meeting authorises the Chief Executive Officer and the Chief Financial Officer, acting jointly or severally, to determine the details for payment of the proposed dividend:

- the ex-dividend date for dividend payment,
- the record date,
- the commencement of dividend payment,
- the determination of the payment method and any necessary arrangements for the distribution of the dividend,

in accordance with the applicable regulatory framework and the Euronext Athens Rulebook.

2. Submission for information of the Audit Committee's annual activity report, in accordance with Article 44(1)(i) of Law 4449/2017, and its presentation to the shareholders by the Chair of the Audit Committee.

The annual report on the activities of the Company's Audit Committee, dated 20 April 2026, is submitted to the Annual General Meeting of Shareholders, in accordance with Article 44(1)(i) of Law 4449/2017. The Chairman of the Audit Committee presents this report to the Shareholders, which covers the actions taken by the Committee and their results, as well as its positions and proposals within the scope of its responsibilities, pursuant to Article 44(3) of Law 4449/2017.

3. Submission for information of the report of the independent non-executive members of the Board of Directors, in accordance with Article 9(5) of Law 4706/2020, and its presentation to the shareholders by the independent non-executive members of the Board of Directors.

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The independent non-executive members of the Board of Directors shall submit and present to the Company's Annual General Meeting of Shareholders their report dated 4 June 2026 regarding their obligations under Article 7 of Law 4706/2020, in accordance with the provisions of paragraph 5 of Article 9 of Law 4706/2020, for the purpose of informing the Company's shareholders and confirming the fulfillment of their obligations arising from the aforementioned regulatory framework.

4. Approval of the overall management of the members of the Company's Board of Directors for the fiscal year 2025. Discharge of the chartered auditing and accounting firm from any liability for remuneration for the conduct of the fiscal year 2025.

Required quorum:	Shareholders representing 1/5 of the Company's paid-up share capital
Required majority:	50% of the total votes present or represented, plus one vote

Following a relevant proposal by the Board of Directors, the General Meeting, by a majority exceeding the statutory threshold, resolved to approve the overall management of the Company by each member of the Company's Board of Directors individually, in their respective capacities, as well as by all members of the Board of Directors collectively for the conduct of business during the fiscal year ending December 31, 2025, in accordance with Article 108 of Law 4548/2018, and to discharge the auditing firm "Grant Thornton S.A.", for the financial year 2025.

5. Submission for discussion and advisory vote on the 2025 Remuneration Report of the Members of the Board of Directors, in accordance with Article 112 of Law 4548/2018.

The General Meeting votes by a majority to approve the Remuneration Report for the year 2025 which includes a comprehensive overview of all remuneration received by the members of the Board of Directors during the 2025 fiscal year, in accordance with the specific provisions of Article 112 of Law 4548/2018, and on which the Company's Nomination and Remuneration Committee has expressed its approval at its meeting held on 04.06.2026. The text of the Remuneration Report for the year 2025 is posted as a separate document on the Company's website.

It is clarified that the shareholders' vote on the Remuneration Report is advisory, in accordance with Article 112(3) of Law 4548/2018.

6. Election of a new member of the Board of Directors and determination of their term of office.

Required quorum:	Shareholders representing 1/2 of the Company's paid-up share capital
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Required majority:	2/3 of the total (present or represented) votes plus one vote
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The Board of Directors, considering the Company's compliance with the applicable corporate governance framework and, in particular, the requirements regarding adequate gender representation pursuant to Article 3A of Law 4706/2020, confirms the requirement to elect a new member to the Company's Board of Directors and to determine their status.

Furthermore, in accordance with Article 18, paragraphs 1 and 9, of Law 4706/2020 and the letter dated May 17, 2021, with protocol number 1149, the Capital Market Commission's letter to companies with securities listed on the Athens Stock Exchange regarding the provision of clarifications and recommendations regarding the actions of listed companies in view of their upcoming General Meetings, the Board of Directors' Proposal to the Company's General Meeting justifying the nomination of the candidate Board member has been brought to the attention of the shareholders and it is available on the Company's website.

The candidate's curriculum vitae was made available to shareholders on the Company's website [<https://qualco.group/shareholders-information/>] prior to the Annual General Meeting.

The General Meeting resolves, upon a relevant proposal by the Board of Directors and taking into particular account the aforementioned recommendation of the Board of Directors as well as the need to comply with the applicable corporate governance framework and, in particular, with the requirements regarding adequate gender representation the election of Ms Nikoletta Fouska, daughter of Dimitrios, with Passport number: BB0490335, resident at 19 Chemin Des Crets, 1209 Geneve, Switzerland, with Tax Identification Number (TIN) 074339540, registered with Tax Office No. 1125 – Residents Abroad (KATOIKON EXOTERIKOU) as a new member of the Company's Board of Directors for the remainder of the Board of Directors tenure, which was elected by the Ordinary General Meeting of Shareholders on 24 March 2025 for a 3-year term of office, which may be extended until the lapse of the period within which the exact next ordinary general meeting of the Company's shareholders shall convene and until the passing of the relevant resolution, but cannot exceed a total of four (4) years, in accordance with Article 85(1) of Law 4548/2018, as in force.

The remuneration of the new member of the Board of Directors for participation in Board and Committee meetings is included in the aggregate proposal for the preapproval of the remuneration for all members of the Board of Directors under Item Seven of the agenda, in accordance with the Company's current Remuneration Policy.

The aforementioned election of the new member of the Company's Board of Directors is in accordance with the provisions of the Company's Articles of Association, the Operating Regulations of the Board of Directors and its Committees, the provisions of Law 4706/2020, the applicable regulatory framework, and the Company's Suitability Policy. Furthermore, it is consistent with the broad range of knowledge and experience of the Board members in the sectors in which the Company operates, as well as with the required diversity and the guarantees of ethics and integrity, contributing to the effective management of the Company and balanced decision-making, enhancing the collective suitability of the Board of Directors.

7. Approval of the payment of remuneration to members of the Board of Directors for the fiscal year 2025 and determination of remuneration until the Ordinary General Meeting of 2027, in accordance with Article 109 of Law 4548/2018.

Required quorum:	Shareholders representing 1/5 of the Company's paid-up share capital
Required majority:	50% of the total number of votes (cast by those present or represented), plus one vote

Following a relevant proposal by the Board of Directors, the General Meeting, by a majority exceeding the threshold set by law, approved the following in accordance with Article 109, paragraphs 1 and 4 of Law 4548/2018:

- the approval of a total amount of €310,425 in gross remuneration for the members of the Board of Directors and the independent Chairman of the Audit Committee for the period from January 1, 2025, to December 31, 2025;
- the pre-approval of the payment, for the period from January 1, 2026, to December 31, 2026, of total annual gross remuneration in the amount of €437,454 (net remuneration will be determined based on any withholdings and contributions applicable to each recipient) to the members of the Board of Directors and the independent Chairman of the Audit Committee, as remuneration for their participation in the respective corporate bodies, namely the Board of Directors, the Nomination and Remuneration Committee and the Audit Committee;
- the pre-approval of the payment, for the period from January 1, 2027, until the 2027 Ordinary General Meeting, of total monthly gross remuneration in the amount of €40,000 (net remuneration will be determined based on any withholdings and contributions borne by each recipient) to the members of the Board of Directors and the Chairman of the Audit Committee.

It is noted that the above remuneration is in accordance with the Company's approved and current Remuneration Policy, as well as with the proposal of the Remuneration and Nominations Committee dated 05 June 2026, it complies with the applicable legislative and regulatory framework, and it reflects the role, responsibilities, the required time commitment, and the corporate governance obligations of the members of the Board of Directors, the Nomination and Remuneration Committee and the Audit Committee.

It is further noted that the proposal for pre-approval of payment of remuneration for the financial year 2026 and for the period from 01.01.2027 until the 2027 Ordinary General Meeting takes into account the proposed election of the new member of the Board of Directors resolved by the Ordinary General Meeting as per above.

Commented [MM1]: KP please advise: This is the amount pre-approved by the EGM dated 18.12.2025 as remuneration for the 12 months 2025. Given the respective appointment dates of BoD members, the actual gross amount for 2025 was 310,425 (aligned to figure portrayed in 2025 remuneration report). Please clarify whether the actual gross amount (pro-rata) or total annual amount (as if remunerated for the entire year) is required. If the latter is required, 393,600 is indeed correct.

Commented [K&P2R1]: Included €310,425, as this item relates to the approval of the actual gross remuneration paid/accrued during FY2025 (on a pro-rata basis), consistent with the 2025 Remuneration Report.

Commented [MM3]: KP please advise on how to properly capture the decisions. On 11 May 2026 NomRemCo approved this figure for the 2026 remuneration of current Board Directors. Assuming addition of new BoD member, the amount changes to €437,454.

8. Appointment of a chartered auditing and accounting firm to audit the financial statements for the fiscal year from 01.01.2026 to 31.12.2026.

Required quorum:	Shareholders representing 1/5 of the Company's paid-up share capital
Required majority:	50% of the total (present or represented) votes plus one vote

Upon the recommendation of the Board of Directors, in accordance with the relevant recommendation of the Company's Audit Committee, the General Meeting resolves, by a majority exceeding the statutory threshold, to appoint the firm "Grant Thornton S.A.", for the fiscal year 2026 with respect to:

- the audit of the annual and interim financial statements,
- limited assurance engagements on the Sustainability Report and the Remuneration Report,
- the tax audit for the issuance of the tax certificate, and
- the performance of agreed-upon procedures.

The total fee for the above services for the 2026 fiscal year amounts to €447,684, including €15,000 for non-audit services.

9. Approval of the Long-Term Incentive Plan (LTIP), in accordance with Articles 114 of Law 4548/2018.

Required quorum:	Shareholders representing 1/2 of the Company's paid-up share capital
Required majority:	2/3 of the total (present or represented) votes plus one vote

Following the proposal of the Board of Directors, in accordance with the recommendation of the Nomination & Remuneration Committee dated 04.06.2026, the General Meeting approves the adoption of a long-term incentive plan (the "Plan") pursuant to article 114 of Law 4548/2018, as further detailed below:

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- **Type of Plan:** Free share allocation plan (the “Plan”) pursuant to Article 114 of Law 4548/2018, as in force. The Plan constitutes part of the Company’s broader remuneration framework and long-term incentive arrangements, established in the context of the Company’s post-admission period on Euronext Athens, and will be implemented through the free allocation of Shares to eligible Participants (as defined below). Each Award constitutes a conditional right to acquire, at no cost, a specified number of Shares, vesting in three tranches on the relevant Vesting Dates¹.
- **Scope:** The Plan reflects the Company’s reward strategy and aims to: (a) align the interests of the Plan beneficiaries with the Company’s long-term business objectives and the interests of its shareholders (maximization of shareholder value), (b) support the retention of the Company’s executives and talent (talent retention), (c) enhance performance incentives, and (d) establish a high-performance culture within the Company.
- **Corporate Approvals:** The General Meeting (“GM”) shall approve the establishment of the Plan and the minimum terms required by law: the maximum number of Shares to be allocated, the means of allocation (i.e., newly issued shares) and the terms of the offer, including, in particular, any vesting or lock-up period. By the same resolution, the GM shall authorise the Board of Directors (“Board”) to determine the detailed terms of the Plan, including but not limited to: (a) the underpin conditions, (b) the determination of the eligible Participants (upon recommendation of the Remuneration Committee), (c) the treatment of good leavers, (d) malus and clawback arrangements, in line with applicable legal and regulatory requirements and the Company’s internal policies, and (e) any other parameter, term or arrangement required, as well as to take any action necessary for the implementation of the Plan. Standard disclosure obligations and formalities shall be observed.
- **Eligible Participants:** Any individual who is an employee of the Company or any Group Company², as well as BoD Members of any of its affiliated companies within the meaning of Article 32 of Law 4308/2014 (each a “Participant”), excluding the Company’s two founders.
- **Type of Shares:** Fully paid ordinary shares with voting rights carrying all rights provided under Law 4548/2018 and the Company’s Articles of Association.
- **Means of Allocation of Shares:** The Shares to be allocated shall be newly issued ordinary registered shares through capitalisation of undistributed profits/distributable reserves/share premium.
- **Number of Shares:** The maximum number of shares to be allocated under the Plan amounts to 8.6 % of the Company’s total paid-up share capital as on the date the Plan is approved by the GM, i.e., 6,000,000 ordinary shares (the “Shares”).
- **Duration and Vesting Schedule:** The Plan shall have a total duration of three (3) years. Each Award will be split into three equal tranches, vesting on fixed calendar dates as follows:
 - Tranche One (one third of the total number of Shares): vests on the date falling 9 months following the first annual anniversary of the Admission Date³, and in particular on 31 January 2027 (the “First Vesting Date”) subject to the underpin condition being assessed by reference to the financial years 2025 and 2026;
 - Tranche Two (one third of the total number of Shares): vests on the date falling 12 months following the First Vesting Date, and in particular on 31 January 2028 (the

¹ **Vesting Date:** in respect of any tranche of an Award, is the date on which it Vests in accordance with these rules.

² **Group:** the Company and any of its affiliated companies within the meaning of Article 32 of Law 4308/2014 from time to time (and Group Company shall mean any member of the Group, other than the Company, from time to time).

³ **Admission Date:** the date the Company first became listed.

- “Second Vesting Date”), subject to the underpin condition being assessed by reference to the financial years 2026 and 2027; and
- Tranche Three (one third of the total number of Shares): vests on the date falling 24 months following the First Vesting Date, and in particular on 31 January 2029 (the “Third Vesting Date”), subject to the underpin condition being assessed by reference to the financial years 2027 and 2028.

Awards may be granted within 60 days of shareholder approval, results announcements or the lifting of Dealing Restrictions⁴, or at any other time in exceptional circumstances as determined by the Remuneration Committee. No Awards may be granted during a Closed Period⁵ (per MAR) or where Dealing Restrictions prevent the grant of Awards or after the tenth anniversary of shareholder approval of the Plan.

- **Underpin:** Each tranche shall be subject to underpinning conditions assessed by the Remuneration Committee. Each tranche shall be subject to an underpin condition assessed by the Remuneration Committee by reference to the two (2) financial years immediately preceding the relevant Vesting Date (the “Reference Period”).

The underpinning conditions relate to the Group’s financial performance, following the below KPIs:

- (i) Year-on-year Group Revenue growth
- (ii) Group EBITDA margin, and
- (iii) Year-on-year Group EBITDA growth.

- **Holding Period:** A post-vesting holding period shall apply to each tranche as follows: (a) one half (50%) of the Shares vesting under the relevant tranche shall be subject to a holding period of six (6) months from the relevant Vesting Date; and (b) the remaining half (50%) of the Shares vesting under the relevant tranche shall be subject to a holding period of twelve (12) months from the relevant Vesting Date.
- **Malus and Clawback:** The Remuneration Committee may reduce unvested Awards (malus) or recover value from vested Awards (clawback) in cases of: financial misstatement, errors in award calculations or underpin assessment, fraud or gross misconduct, serious reputational damage, corporate failure attributable to the Participant, or where a Participant treated as a good leaver by reason of retirement subsequently becomes employed in a paid executive role outside the Group.
- **Governing Law:** The Plan and any dispute or claim arising out of or in connection with it shall be governed by and construed in accordance with the Greek law.

The General Meeting resolves to: (a) approve the adoption of the Plan, pursuant to article 114 of Law 4548/2018, as further detailed above; (b) authorize the Board of Directors to determine the beneficiaries and/or categories of beneficiaries of the Plan, the number of shares to be allocated to each beneficiary, as well as the detailed performance and any other terms and conditions relating to the implementation, administration and operation of the Plan, as further detailed above; and (c)

⁴ **Dealing Restrictions:** restrictions imposed by the Company, Market Abuse Regulation (Regulation (EU) 596/2014) (“MAR”), the rules of the Euronext Athens or any applicable laws, codes or regulations which impose restrictions on dealing in shares and other securities.

⁵ **Closed Period:** A period of 30 calendar days before the announcement of an interim financial report or a year-end report which the issuer is obliged to make public according to: (a) the rules of the trading venue where the issuer’s shares are admitted to trading; or (b) national law, according to Article 19 of Market Abuse Regulation (Regulation (EU) 596/2014).

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authorize the Board of Directors, for the purposes of implementing the Plan, to issue and allocate the relevant shares to the aforementioned beneficiaries, effect the corresponding increase in the Company's share capital, and amend the Articles of Association accordingly, in accordance with the applicable laws and regulations.