

# **Decisions of General Meeting**

SERRES, 27/06/11

### DECISIONS OF THE ORDINARY General Meeting OF SHARES OF 27/06/11

Today the 27/06/11, 12th hour at the offices of the company in the Industrial Area of Serres convened and held the Annual General Meeting of Shareholders under the Name «**PAPANAGIOTOU SA**» and with the distinctive title «**DROMEAS SA**». Specifically 11 Shareholders who hold a total of 27,038,977 common shares of the Company were attending, representing 77,877% rate (a quorum) of the total share capital. According to Article 278 of the ASE (Athens Stock Exchange) Regulation, the Company informs that in the above General Meeting, discussed and decisions were taken on the following agenda items:

- 1. The present shareholders with a stake in the share capital of the Company's 77.877%, ie shareholders holding 27,038,977 total shares of the Company decided unanimously to approve the annual financial statements (Company and consolidated) and the report of the Board of Directors and the Report of the External Auditor. As far as the ultimate result in the fiscal year 2010, there is no dividend to be distributed.
- 2. After approving the annual financial statements (Company and consolidated), the present shareholders with a shareholding of 77.877% and after special vote, by roll call ie shareholders holding a total of 27,038,977 shares, ridding unanimously the Board members and auditors of the Company from any liability for the fiscal year from 1.1.2010 to 31.12.2010.
- 3. The present shareholders with a stake in the share capital of the Company's 77.877%, ie shareholders holding 27,038,977 total shares, decided to entrust the audit of fiscal year 2011 to Mr Athanassios D Tsaklis (Registration Number 14951) and Mr. Dimitrios G. Plastaras (Registration Number 27771) as a substitute. The Board of

Directors was further authorized to sign as required by the applicable Auditing Standards a contract audit award within a reasonable timeframe.

- 4. The present shareholders with a stake in the share capital of the Company's 77.877 %, Ie shareholders holding 27,038,977 total shares of the Company unanimously approved in accordance with Article 24 of Law 2190/1920, fees, benefits and allowances performances, granted to members of the Board from 1.1.2010 to 31.12.2010.
- 5. The present shareholders with a stake in the share capital of the Company's 77,877%, ie shareholders holding 27,038,977 total shares of the Company, unanimously approved in accordance with Article 24 of Law 2190/1920, the budgeted fees, benefits and allowances performances to be granted to members of the Board from 1.1.2011 to 31.12.2011. Besides it was also decided, in accordance with Article 5 of Law 3016/2002 on corporate governance, the determination of compensation of non-executive Board members for 2011 for time spent in board meetings and overall performance of their duties and authorized the Board to take the necessary actions to implement the above
- 6. The present shareholders with a stake in the share of the Company's capital of 77,877%, ie shareholders holding 27,038,977 total shares of the Company, unanimously approved, the contract concluded with a person who falls under Article 23a of Codified Law 2190/1920, with the 10.-01-2010 private company contract for the provision of independent services.
- 7. The present shareholders with a stake in the share capital of the Company's 77,877%, ie shareholders holding 27,038,977 total shares of the Company, unanimously approved the amendment of Articles 8, 9 and 10 of the Statute, in order to adapt to the existing provisions of the Code. N. 2190/1920, with the following specific explanations as follows:

#### Article 8

### **Convening the General Meeting**

1. The General Meeting convened by the Board or as otherwise provided by law and shall meet regularly at least once a year, always in the first half by the end of each fiscal year. The Board may convene an extraordinary meeting of the General Meeting, if deemed appropriate.

#### Article 9

## **Invitation-Agenda General Meeting**

The call of the General Meeting is validly published, containing the information specified by law, including, the building with exact address, the date and time of meeting, issues on the agenda clearly, shareholders entitled to attend and precise instructions on how shareholders will be able to participate in the meeting and to exercise their rights in person or by proxy. Newer invitation is not required if the initial call out states the location and timing of repetitive meetings because of lack of quorum

### Article 10

### Participation – Representation

Shareholders who are entitled to participate in the General Meeting may be represented in this by a person duly empowered. While the company's shares are publicly traded, shareholders have timely and properly comply with the formalities of Article 28a CL 2190/1920 and the relevant invitation of the General Meeting, otherwise their participation in the General Meeting will be allowed only with permission of the Body of the General Meeting

The Board of Directors