

CAIRO MEZZ PLC (“THE COMPANY”)
SUMMARY OF THE MATTERS ON THE AGENDA OF THE
ANNUAL GENERAL MEETING 2021

The matters referred to in the Agenda of the Invitation to the Annual General Meeting of the Company dated 18.5.2021 constitute the Ordinary Business of the Annual General Meeting.

Required quorum for each item: 20% of share capital

Required quorum for any repeat General Meeting: any percentage

Required majority: 50% + 1 of those present and voting either in person or by proxy

1. Approval of the Company’s Financial Statements for the year ending on 31 December 2020

The Board of Directors (the “Board”) proposes to the Annual General Meeting (AGM), the approval of the Annual Financial Statements for the year ending 31 December 2020.

The abovementioned financial statements comprise of the statement of financial position as at 31 December 2020, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the period from 15 January 2020 up to 31 December 2020 and notes to the financial statements, including a summary of significant accounting policies. The abovementioned Financial Statements, the Auditors Report and the Board Management Report were approved by the Board in its meeting dated 29.4.2021.

The abovementioned financial statements, the Board Management Report and the Auditors’ Report of 31st December 2020 are available to the shareholders, on the Company’s website www.cairomezz.com.cy.

Based on the financial results of the financial year 2020 and in conjunction with the provisions of Companies Law, Cap.113, distribution of dividends to the shareholders is not allowed.

Draft proposed resolution for the abovementioned matter:

The AGM has approved the final audited financial statements for the year ending 31.12.2020, as well as the relevant Management Report and the Auditors Report.

2. Re-election / Election of the members of the Board for a 3-year term

According to article 54 of the Company's Articles of Association, the appointment of the members comprising the Board, is subject to approval by the Annual General Meeting for a term of office of three years, effective from the date of the said approval. Mrs. Elena Papandreou, Mrs. Christina Ioannidou and Mrs. Katerina Hadjichristofi were appointed to the Board on 19.6.2020 and since then, they constitute the Company's board of directors. In this context, the Board proposes to the AGM the approval of the appointment of all members of the Board , for a term of office of three years.

More information about the curricula vitae (CV's) of the members of the Board, is available at the Company's website www.cairomezz.com.cy.

Draft proposed resolution for the abovementioned matter:

The AGM approved (a) that the election of all members of the Board shall be approved by a single joint resolution instead of a respective resolution for each member separately and (b) the election of the members of the Board for a three-year term of office, up until the date of the Annual General Meeting, as this shall be set within the year 2024.

3. Approval of the remuneration of the directors

According to article 58 of the Articles of Association of the Company, the remuneration of the directors is determined by the Board and is presented to and approved by each Annual General Meeting.

The Board proposes to the AGM, the amount of remuneration of the Board members for the year 2021 to remain equal to the amount initially agreed, that is, €12,000 for the Executive Chairman of the Board and €6,000 for each non-executive member of the Board.

Draft proposed resolution for the abovementioned matter:

The AGM approved that the amount of remuneration of the Board for year 2021, shall be €12,000 for the Executive Chairman of the Board of Directors and €6,000 for each non-executive member of the Board.

4. Re-appointment of KPMG as auditors of the Company up until the next Annual General Meeting

The Auditors of the Company, KPMG Limited, have expressed their willingness to continue to provide their services. The Board proposes the re-appointment of KPMG Limited as Auditors and declares that this proposal is not influenced by any third parties and no contractual clause exists

between the Company and a third party, which might limit the alternative options available to the Shareholders' General Meeting, to specific categories or lists of auditors or audit firms, regarding the appointment of a specific Legal Auditor or audit firm, for the purpose of carrying out the mandatory audit of the Company.

Draft proposed resolution for the abovementioned matter:

The AGM has approved the election of KPMG Limited as the auditor of the Annual Financial Statements of the Company, up until the next Annual General Meeting.

5. Determination of the Auditors' remuneration

The total remuneration, which has been paid to KPMG Limited for audit services provided during the year ending 31.12.2020, are presented in note 9 of the Annual Financial Statements of the Company for the year 2020.

The Board proposes to the AGM, to authorize the Board to determine the auditors' remuneration.

Draft proposed resolution for the abovementioned matter:

The AGM has authorised the Board to determine the remuneration of the Company's auditors, namely KPMG Limited.