

MINUTES OF MEETING no. 7

**Self-Convened Extraordinary General Shareholders' Meeting of June 2, 2021 of
"SIEMENS MOBILITY RAIL AND ROAD TRANSPORTATION SOLUTIONS
SINGLE-MEMBER SOCIETE ANONYME" based in in Maroussi, Attica, at 6-8
Agisilaou St. 15123, with Greek General Commercial Registry (GEMI) No.
146390601000**

Today, this **2nd day of June 2021**, Wednesday, 11:00 am, the sole Shareholder of the Société Anonyme under the corporate name "**SIEMENS MOBILITY RAIL AND ROAD TRANSPORTATION SOLUTIONS SINGLE-MEMBER SOCIETE ANONYME**" (hereinafter **the Company**) held a self-convened extraordinary general meeting at the aforementioned company's registered office at 6-8 Agisilaou St. without prior publication or issuance of a special invitation, according to article 121(5) of Law 4548/2018.

Mr. Dimos Sapidis, Chair of the Company's Board of Directors acted as provisional chairperson according to the Company's Articles of Incorporation, and appointed the Proxy of the Shareholder, Ms. Maria Stamatopoulou, as provisional secretary.

The sole Shareholder was present, representing 100% of the paid-in share capital of the Company as listed below:

	Shares/votes
<u>Shareholder:</u> "Siemens Mobility Holding B.V." Prinses Beatrixlaan 800, 2595 BN 's-Gravenhage The Hague, Netherlands	
<u>Proxy:</u> Ms. Maria Stamatopoulou 6-8 Agisilaou St. 15123 Maroussi Athens, Greece	
	109,115
<hr/> Total Shares/votes	<hr/> 109,115

and [the Shareholder] did not object to holding the present Meeting and adopting resolutions on the agenda items.

The list of shareholders had been posted and the Shareholder had deposited his title of shares and his power of attorney in time.

The general shareholders' meeting then unanimously elected Ms. Maria Stamatopoulou as its final chairperson and Ms. Konstantina Kyriakopoulou as its secretary and scrutineer.

Following that, the Chairperson Ms. Maria Stamatopoulou informed the Shareholder on the following agenda items.

AGENDA

1. Approval of the Company's partial demerger by acquisition of the "Intelligent Traffic Systems" and of the Draft Partial Demerger Contract titled "DRAFT AGREEMENT ON PARTIAL DEMERGER BY ABSORPTION OF SIEMENS MOBILITY S.A.'s INTELLIGENT TRAFFIC SYSTEMS BRANCH BY YUNEX S.A." including its Annexes.
2. Approval of all deeds, actions and statements by the Board of Directors and the Company's representatives or proxies, undertaken for the purposes of the aforementioned partial demerger.
3. Appointment of a Company representative for signing the Notarial Partial Demerger Act.
4. Measures for the Company as Demerged Company to comply with the provisions of the law governing equity components and to properly restore its equity, in accordance with Article 56(5) of Law 4601/2019.
5. Increase of the Company's share capital through capitalization of a part of the share premium accounts by issuing new shares to the Sole Shareholder in order for the Company as Demerged Company to comply with the provisions of the law governing equity components, as well as to properly restore its equity, in accordance with Article 56(5) of Law 4601/2019.
6. Reduction of the Company's share capital by canceling shares in order for the Company as Demerged Company to comply with the provisions of the law governing equity components, as well as to properly restore its equity, in accordance with Article 56(5) of Law 4601/2019.
7. Amendment of Articles 6 and 59 of the Company's Articles of Incorporation.

On the first agenda item, the General Shareholders' Meeting, further to (a) the "DRAFT AGREEMENT ON PARTIAL DEMERGER BY ABSORPTION OF SIEMENS MOBILITY S.A.'s INTELLIGENT TRAFFIC SYSTEMS BRANCH BY YUNEX S.A." signed between the Company and YUNEX SINGLE-MEMBER SOCIETE ANONYME (hereinafter YUNEX SA) on 22.04.2021 according to article 59 of Law 4601/2019 and (b) registration of said Draft Agreement and publication thereof as of 28.04.2021 on the General Commercial Registry (GEMI) by means of GEMI announcement ref. no. 2368246 for the Company and GEMI announcement ref. no. 2368252 for YUNEX SA, unanimously approved in accordance with Article 66 of Law 4601/2019: i. partial demerger of the Company by acquisition of its "Intelligent Traffic

Systems” branch (hereinafter the ITS) by YUNEX S.A. in accordance with Article 54(3), Article 56(2), the provisions of articles 59-73 and 83-87 of Law 4601/2019, the provisions of Law 4548/2018 as well as Article 54 of Law 4172/2013 and Article 61 of Law 4438/2016 and ii. the Draft Partial Demerger Contract by acquisition of the ITS branch, titled “DRAFT AGREEMENT ON PARTIAL DEMERGER BY ABSORPTION OF SIEMENS MOBILITY S.A.’s INTELLIGENT TRAFFIC SYSTEMS BRANCH BY YUNEX S.A.” including its Annexes, i.e. Annex 1 “Financial Statement on ITS as of 28.02.2021” and Annex 2 “Valuation under article 17 of Law 4548/2018 and 4601/2019”.

Additionally, it was reported that pursuant to the Shareholder’s Written Agreement of 17.05.2021, the sole shareholder of the Company who is also the sole shareholder of YUNEX S.A., in accordance with Article 61(5) and Article 62 in conjunction with Article 10(7) of Law 4601/2019, had agreed in writing to refrain from issuing the detailed written report of the Company’s Board of Directors under Article 61(1) of Law 4601/2019, from informing the Company's General Shareholders’ Meeting under Article 61(3) of Law 4601/2019 and subjecting the draft demerger contract to independent expert review as well as from addressing a written report to the General Shareholders’ Meeting under Article 62 in combination with Article 10(7) of Law 4601/2019.

On the second agenda item, the General Shareholders’ Meeting unanimously approved all deeds, acts and statements by the Board of Directors and the Company’s representatives or proxies, undertaken for the purposes of the aforementioned partial demerger.

On the third agenda item, the General Shareholders’ Meeting unanimously appointed Mr. Dimos Sapidis, Chair of the BoD and CEO, holder of identity card AK724232/30.05.2013, as the company representative acting individually in the name and on behalf of the Company for signing the Notarial Partial Demerger Act pursuant to Article 67 of Law 4601/2019.

On the fourth agenda item, the General Shareholders’ Meeting, with a view to the Company’s compliance with the provisions of the law governing equity components, as well as to properly restore its equity, in accordance with Article 56(5) of Law 4601/2019, unanimously decided the following:

(a) the excess of Assets over Liabilities of the Branch, identified in the accounting books of the Company being the Demerged Company as of **28.02.2021**, amounting to four million one hundred fifty-eight thousand seven hundred seventy Euro and ninety-one cent (€4,158,770.91) should be first charged to the equity of the Company being the Demerged Company, in an equity account titled Asset-Liability Balance due to Partial Demerger"

(b) that account should then be credited four million one hundred fifty-eight thousand seven hundred seventy Euro and ninety-one cent (€4,158,770.91), as a result of the actions described in items 5 and 6 below.

On the fifth agenda item, the General Shareholders' Meeting unanimously decided to increase the Company's share capital by four million one hundred fifty eight thousand seven hundred eighty Euro (€4,158,780.00), which would take place in form a full capitalization of a part of its Share Premium Account of four million one hundred fifty eight thousand seven hundred eighty Euro (€4,158,780.00) and issuance of 415,878 new ordinary registered shares of a nominal value of ten Euro (€10.00) each, provided to the Company's Sole Shareholder at a disposal price of ten Euro (€10.00) each. Following that share capital increase, the Company's Sole Shareholder possesses a total of five hundred twenty-four thousand nine hundred ninety-three (524,993) ordinary registered shares of a nominal value of ten Euro (€10.00) each.

On the sixth agenda item, the General Shareholders' Meeting unanimously decided to reduce at the same time the Company's capital share by four million one hundred fifty eight thousand seven hundred eighty Euro (€4,158,780.00) in order for the Company being the Demerged Company to comply with the provisions of the law governing equity components as well as to properly restore its equity in accordance with Article 56(5) of Law 4601/2019, by canceling 415,878 ordinary registered shares of a nominal value of ten Euro (€10.00) each held by the Company's Sole Shareholder, with a view to writing off by way of crediting four million one hundred fifty eight thousand seven hundred seventy Euro and ninety-one cent (€4,158,770.91), which had been charged in the accounting books of the Company being the Demerged Company under an equity account titled "Asset-Liability Balance due to Partial Demerger" as indicated above, as well as refunding them nine Euro and nine cents (€9.09).

Following the increase (item 5) and simultaneous decrease (item 6) of its share capital, the Company's equity amounted to one million ninety thousand one hundred fifty Euro (€1,091,150.00), divided into one hundred thousand one hundred fifteen (109,115) shares of a nominal value of ten Euro (10.00) each, and the Company's Sole Shareholder would hold one hundred nine thousand one hundred fifteen (109,115) ordinary registered shares (100% of the share capital).

On the seventh agenda item, the General Shareholders' Meeting, further to its resolutions under item 5 and 6 above, unanimously decided to amend Articles 6 and 59 of its Articles of Association as laid down below:

a) Article 6 of the Articles of Incorporation is amended as follows:

"Article 6 – Capital

1. *The Company's equity amounts to one million ninety-one thousand one hundred fifty Euro (€1,091,150.00), fully paid and divided into one hundred nine thousand one hundred fifteen (109,115) shares of a nominal value of ten Euro (10.00) each.*

b) Article 59 of the Articles of Incorporation is amended as follows:

“Article 59 – Share Capital

1. *The Company's share capital was set in the initial Articles of Association to one million Euro (1,000,000.00) divided into one hundred thousand (100,000) registered (ordinary) shares of a nominal value of ten (10.00) Euro each, with a premium of seventy-eight (78.00) Euro each, and has been paid up by the Founding Shareholder in accordance with the provisions of C.L. 2190/1920.*

2. *Pursuant to the decision taken in the Extraordinary Shareholders' Meeting convened by the shareholder on August 2, 2018, an increase in the Company's share capital by EUR 91,150.00 through cash payment by the Shareholder against issuance of 9,115 ordinary registered shares of a nominal value of ten (10.00) Euro each, with a premium of seventy-eight (78.00) Euro each was decided*

3. *Pursuant to the Self-Convened Extraordinary General Shareholders' Meeting of June 2, 2021, an increase in the Company's share capital by four million one hundred fifty eight thousand seven hundred eighty Euro (€4,158,780.00) was decided, which has taken place in form a full capitalization of a part of its Share Premium Account of four million one hundred fifty eight thousand seven hundred eighty Euro (€4,158,780.00) and issuance of 415,878 new ordinary registered shares of a nominal value of ten Euro (€10.00) each to the Company's Sole Shareholder. Following that, pursuant to the same Self-Convened Extraordinary General Shareholders' Meeting of June 2, 2021, a reduction of the Company's share capital by four million one hundred fifty eight thousand seven hundred eighty Euro (€4,158,780.00) was also decided in order for the Company to comply with the provisions of the law governing equity components and properly restore its equity in accordance with Article 56(5) of Law 4601/2019, with a view to writing off by way of crediting the amount of four million one hundred fifty eight thousand seven hundred seventy Euro and ninety one cent (€4,158,770.91), which had been charged in the accounting books of the Company being the Demerged Company under an equity account titled “Assets-Liabilities Balance Asset-Liability Balance due to Partial Demerger”, by canceling 415,878 ordinary registered shares of a nominal value of 4,158,780.00 held by the Company's Sole Shareholder, as well as refunding them nine Euro and nine cents (€9.09)”.*

Following the afore-mentioned amendments, the General Shareholders' Meeting unanimously decided to consolidate the Company's Articles of Association in a single text.

Following that and since there was no further agenda item to discuss, the present minutes of meeting were read out and validated, and the chairperson declared the meeting adjourned.

The Chairperson

The Secretary

Maria Stamatopoulou

Konstantina Kyriakopoulou

True copy from the book of Minutes of the Shareholders' Meeting of the Company under the name "**SIEMENS MOBILITY RAIL AND ROAD TRANSPORTATION SOLUTIONS SINGLE-MEMBER SOCIETE ANONYME**" based in Maroussi, Greece.

Signed at Maroussi, on the same date

By proxy

Dimos Sapidis

Exact translation from
the official document attached hereto
The certifying lawyer