

**MARFIN INVESTMENT GROUP HOLDINGS S.A.**  
**General Commercial Registry Number 3467301000**  
**– Company Registration Number: 16836/06/B/88/06**

**NOTICE**  
**TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Upon decision of the Board of Directors of the company under the name **“MARFIN INVESTMENT GROUP HOLDINGS S.A.”**, the Shareholders of the Company are invited to attend the Annual General Meeting on Friday, June 26<sup>th</sup> 2015 at 17:00 hours, at the conference room of the premises of **“SINGULARLOGIC INFORMATION TECHNOLOGY SYSTEMS AND SOFTWARE APPLICATIONS S.A.”**, located at Al. Panagouli and Siniosoglou str. in Nea Ionia, Building C, ground floor, in order to deliberate on the following items on the agenda:

1. Submission and approval of the Individual and Consolidated Annual Financial Statements of the financial year 2014 and the respective Reports of the Board of Directors and the Chartered Accountants / Auditors.
2. Discharge of the Members of the Board of Directors and the Chartered Accountants / Auditors from all liability with regard to the activities of financial year 2014.
3. Appointment of Chartered Accountants / Auditors for the financial year 2015.
4. Submission and approval of the Report of Activities of the Nomination and Remuneration Committee to the Annual General Meeting of Shareholders.
5. Approval of election of new Members in the Board of Directors and Committees of the Company in replacement of members that resigned.
6. Approval of contracts and remunerations in accordance with articles 23a and 24 of codified law 2190/1920.
7. Renewal of the power of the Board of Directors to increase the share capital of the Company pursuant to article 13 para. 1 of codified law 2190/1920. Amendment of article 5 par. 2 of the Articles of Incorporation of the Company.
8. Information with regard to the course of activities of the Company and its strategic planning.

In case that the quorum required by the Law for deliberation on any of the items on the Agenda is not attained, the 1<sup>st</sup> Reiterative Annual General Meeting (if required) will be held on Thursday 9.7.2015, at 17:00 hours at the same premises, and the 2<sup>nd</sup> Reiterative Annual General Meeting (if required) will be held on Thursday 23.7.2015, at 17:00 hours at the same premises.

The items on the Agenda of any Reiterative Annual General Meetings will be those listed above, excluding the items on which it shall have been possible to deliberate.

According to article 26, paragraph 2b of C.L. 2190/1920, as amended by article 3 of Law 3884/2010 and as in force, the Company hereby informs the shareholders on the following:

## **RIGHT OF PARTICIPATION**

Any person appearing as a shareholder in the registry of the Dematerialized Securities System which is under administration by Hellenic Central Securities Depository SA (HCSD), in which the shares of the Company are recorded, is entitled to participate in the General Meeting. Proof of qualification as a shareholder may be made with the presentment of a relevant certification of the above organization or, alternatively, through direct electronic connection of the Company with the records of the latter. The qualification as a shareholder must exist on 21.6.2015 (**Record Date**), i.e. in the beginning of the 5<sup>th</sup> day before the date of the General Meeting of 26.6.2015, and the relevant written certification or the electronic verification of the above mentioned organization must be received by the Company on 23.6.2015 at the latest, i.e. on the 3<sup>rd</sup> day before the date of the General Meeting.

For the 1<sup>st</sup> Reiterative Annual General Meeting the qualification as a shareholder must exist in the beginning of 5.7.2015, i.e. the 4<sup>th</sup> day before the session of the 1<sup>st</sup> Reiterative Annual General Meeting (Record Date for the 1<sup>st</sup> Reiterative Annual General Meeting), while the relevant written or electronic certification of the qualification as shareholder must be received by the Company on 6.7.2015 at the latest, i.e. the 3<sup>rd</sup> day before the General Meeting.

For the 2<sup>nd</sup> Reiterative Annual General Meeting the qualification as a shareholder must exist in the beginning of 19.7.2015, i.e. the 4<sup>th</sup> day before the session of the 2<sup>nd</sup> Reiterative Annual General Meeting (Record Date for the 2<sup>nd</sup> Reiterative Annual General Meeting), while the relevant written or electronic certification of the qualification as shareholder must be received by the Company on 20.7.2015 at the latest, i.e. the 3<sup>rd</sup> day before the General Meeting.

Only those who may be qualified as shareholders on the respective Record Date are considered as entitled to participate and vote in the General Meeting. Shareholders who do not comply with the provisions of article 28a of C.L. 2190/1920 may participate in the General Meeting only after the Meeting has authorized them to do so.

The exercise of the above rights does not presume blocking of shares or following any other similar process which may limit the possibility of sale and transfer of shares during a certain period between the Record Date and the General Meeting.

## **MINORITY RIGHTS**

- (a) Following a request of any shareholders representing 1/20 of the paid-up share capital, the board of directors of the Company is obliged to include in the Agenda of the General Meeting additional items, if the relevant request is communicated to the board until 11.6.2015, i.e. at least fifteen (15) days before the General Meeting. The request for putting additional items on the agenda is accompanied by a justification or a draft resolution to be adopted in the General Meeting and the revised agenda is made available in the same manner as the previous agenda on 13.6.2015, i.e. thirteen (13) days before the General Meeting and at the same time, it is made available to the shareholders through the website of the Company, together with the justification or the draft resolution tabled by the shareholders as provided by article 27 paragraph 3 of C.L. 2190/1920.
- (b) Following a request of any shareholders representing 1/20 of the paid-up share capital, the board of directors makes available to the shareholders draft resolutions for the

items included in the initial or revised agenda, in accordance with article 27 paragraph 3 of C.L. 2190/1920, the latest until 20.6.2015, i.e. at least six (6) days before the General Meeting, if the relevant request is communicated to the board of directors until 19.6.2015, i.e. at least seven (7) days before the General Meeting.

- (c) Following a request of any shareholder communicated to the Company until 20.6.2015, i.e. at least five (5) complete days before the General Meeting, the board of directors must provide the General Meeting the requested certain information with respect to the affairs of the Company, in so far as this information is useful for the actual assessment of the items of the agenda. The board of directors may decline to provide information for an efficient and substantial cause, which must be mentioned in the minutes. The board of directors may provide an overall answer to requests of shareholders having the same content. The obligation of providing information does not exist if the relevant information is already available on the Company's website, especially in a question and answer format. Furthermore, following a request of any shareholders representing 1/20 of the paid-up share capital, the board of directors must announce to the Annual General Meeting any amounts paid, during the last 2 years, to each member of the board of directors or to the general managers of the Company and every remuneration provided to those persons arising from any reason or contract concluded between the Company and those persons. In all the above mentioned cases, the board of directors may decline to provide the information for an efficient and substantial cause, which must be mentioned in the minutes.
- (d) Following a request of any shareholders representing 1/5 of the paid-up share capital which is communicated to the Company until 20.6.2015, i.e. five (5) complete days before the General Meeting, the board of directors must provide to the General Meeting information with respect to the course of the Company affairs and the financial status of the Company. The board of directors may decline to provide the information for an efficient and substantial cause, which must be mentioned in the minutes.

Respective terms for exercise of minority rights also apply to Re-iterative General Meetings. In all the above mentioned cases the requesting shareholders must prove their qualification as shareholders as well as the number of shares held by them at the moment of the exercise of the relevant right. The presentment of a certification of the organization which records the respective shares or the verification of the qualification as a shareholder through direct electronic connection of said organization and the Company may also be considered as such proof.

#### **PROCEDURE FOR VOTING BY PROXY**

The shareholder may participate in the General Meeting and may vote either in person or by proxy holders. Every shareholder may appoint up to three (3) proxy holders. Legal persons may participate in the General Meeting by appointing up to three (3) natural persons as proxy holders. However, if the shareholder has shares of the Company, held in more than one Investor Share Accounts, such limitation shall not prevent the shareholder from appointing a separate proxy holder as regards shares held in each Account in relation to the General Meeting. A proxy holder holding proxies from several shareholders may cast votes for a certain shareholder differently from votes cast for another shareholder.

The proxy holder is obliged to disclose to the Company, before the commencement of the General Meeting, every specified fact which may be relevant for the shareholders in assessing any risk that the proxy holder might pursue any interest other than the interest of the shareholder. A conflict of interest within the meaning of this paragraph may in particular arise where the proxy holder:

- (i) is a controlling shareholder of the Company, or is another entity controlled by such shareholder;
- (ii) is a member of the board of directors or the general management of the Company, or of a controlling shareholder or an entity controlled by such shareholder;
- (iii) is an employee or an auditor of the company, or of a controlling shareholder or an entity controlled by such shareholder;
- (iv) is a spouse or close relative (of 1<sup>st</sup> degree) with a natural person referred to in points (i) to (iii).

The appointment and the revocation of the appointment of a proxy holder shall be made in writing and shall be notified to the Company in the same manner at least three (3) days before the date of the General Meeting.

The Company has made available the form to be used for appointing a proxy holder on its website ([www.marfininvestmentgroup.com](http://www.marfininvestmentgroup.com)). The above mentioned form filled in and signed by the shareholder shall be submitted to the premises of "PIRAEUS BANK S.A.", entrusted with the management of the Service Department of the Shareholders of the Company at: 25-27, Panepistimiou street (2<sup>nd</sup> floor), 10564 Athens or sent by fax to: (+30) 210 6160469 or 210 3335009 at least three (3) days before the date of the General Meeting. The shareholders are requested to ensure the successful dispatch of the form of appointment of a proxy holder and receipt thereof by the Company by calling (+30) 210 6160434 and 210 6160435.

The Articles of the Company do not provide for the possibility of the shareholders to participate in the General Meeting by electronic means without attending the Meeting in person at the place where it is held or the possibility to participate in the voting by distance.

#### **AVAILABLE DOCUMENTS AND INFORMATION**

The information of article 27 paragraph 3 of C.L. 2190/1920 including the invitation for the convocation of the General Meeting, the form of appointment of a proxy holder and a draft of the resolution for the adoption of the items of the agenda, as well as information with regard to the exercise of the minority rights of article 39, paragraphs 2, 2a, 4 and 5 of C.L. 2190/1920 will be made available in an electronic form on the website of the Company [www.marfininvestmentgroup.com](http://www.marfininvestmentgroup.com). The full, unabridged text of the draft resolutions and any documents referred to in points (c) and (d) of paragraph 3 of article 27 of C.L. 2190/1920 may be obtained in hard copies at the premises of "PIRAEUS BANK S.A.", entrusted with the management of the Service Department of the Shareholders of the Company at: 25-27, Panepistimiou street (2<sup>nd</sup> floor), 10564 Athens.

Kifissia, 28.5.2015  
For the Board of Directors