

## **INVITATION**

**to the shareholders of the societe anonyme with the registered name  
“ELLINIKI TECHNODOMIKI ANEMOS SOCIETE ANONYME FOR ELECTRIC POWER  
GENERATION” and the distinctive title “EL.TECH. ANEMOS S.A.”**

**Number of Commercial Registry: 2567001000  
[Ledger Number S.A. 38582/O1AT/B/97/012(08)]**

**to an Ordinary General Meeting**

In accordance with Law and the Company's Articles of Association, and following a decision of its Board of Directors adopted at its meeting held on 9 June 2016, the Company's Shareholders are invited to an **Ordinary General Meeting** to be held on Friday, 30 June 2017, at 10:30 hours, at the Company's Offices at 25 Ermou Street, Kifissia, to discuss the following items of the agenda:

1. Submission for approval of the Annual Financial Statements and the Annual Consolidated Financial Statements for the fiscal year that ended on 31.12.2016, together with the relevant Board of Directors and Certified Auditor-Accountant, Reports. Appropriation of company's profits.
2. Release of the Board of Directors and the Certified Auditor-Accountant from any liability for damages, for the fiscal year 2016, in accordance with article 35 of Codified Law 2190/1920.
3. Approval of fees (remuneration), which have been paid to members of the Board of Directors for the fiscal year 2016, pursuant to article 24 par. 2 of Codified Law 2190/1920, and preliminary approval of relevant fees and remunerations, which will be paid for the current year 2017, for the same reason.
4. Election of one ordinary and one alternate Certified Auditor-Accountant to perform the audit for fiscal year 2017, and determination of their fees.
5. Granting, pursuant to article 23 par. 1 of Codified Law 2190/1920, of permission to the members of the Board of Directors and the General Management of the Company to participate in Boards of Directors or in the Management of companies of the Group, or other companies pursuing similar purposes as those of the Company.
6. Approval of the Contracts already executed, in the frame of article 23a of Codified Law 2190/1920 and grant of special permission pursuant to article 23a of Codified Law 2190/1920, to enter into, extend or renew the validity of contracts concluded by the Company with its affiliates, within the meaning of article 32 of Law 4308/2014 which substituted article 42e par. 5 of Codified Law 2190/1920.
7. Approval of the Board of Directors Resolutions dated 30 June 2016 and 31 December 2016, concerning the amendment of the use and of the timetable of the distribution of the funds raised by share capital increase as per Company's Extraordinary General Meeting dated 28 March 2014.

8. Election of the Members of the new Board of Directors.
9. Election of the Members of the Audit Committee, according to article 44 of Law 4449/2017.
10. Various announcements.

If the quorum required by Law and the Company's Articles is not achieved and, as a result, decision-making on all or some of the items on the agenda becomes impossible, the 1<sup>st</sup> Adjourned General Meeting will take place on Tuesday, 11 July 2017, at 10:30, at the same place, with the same subjects as of the initial agenda that have not been discussed, and a possible 2<sup>nd</sup> Adjourned General Meeting will take place on Monday, 24 July 2017, at 10:30, at the same place, with the same subjects as of the initial agenda that have not been discussed.

Pursuant to articles 26 par. (2)(b) and 28a of Codified Law 2190/1920, as in force, the Company informs its shareholders about the following:

#### **I. Right to attend the General Meeting**

The General Meeting may be attended by any person registered as shareholder (holder of common registered shares in the Company) in the records of the Dematerialised Securities System (SAT) kept by the "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." as at the beginning of the 5<sup>th</sup> day preceding the General Meeting (Record Date), i.e. 25 June 2017 (record date).

Each common registered share has the right to one (1) vote. A shareholder's capacity as such as of the Record Date will be proven by procuring a relevant written certificate or, alternatively, by direct online connection of the Company to the "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." records. The relevant written certificate or electronic confirmation of shareholder capacity must be available to the Company no later than the third (3<sup>rd</sup>) day preceding the General Meeting, i.e. 27 June 2017.

All persons appearing in the "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." records as Company's shareholders as at the beginning of the fourth (4<sup>th</sup>) day preceding the 1<sup>st</sup> Adjourned General Meeting, i.e. 7 July 2017 (Record Date of 1st Adjourned General Meeting), will have the right to attend and vote at such meeting. The relevant written certificate or electronic confirmation of shareholder capacity must be available to the Company no later than the third (3<sup>rd</sup>) day preceding the General Meeting, i.e. 8 July 2017.

All persons appearing in the "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." records as Company's shareholders as at the beginning of the fourth (4<sup>th</sup>) day preceding the 2<sup>nd</sup> Adjourned General Meeting, i.e. 20 July 2017 (Record Date of 2<sup>nd</sup> Adjourned General Meeting), will have the right to attend and vote at such meeting. The relevant written certificate or electronic confirmation of shareholder capacity must be available to the Company no later than the third (3<sup>rd</sup>) day preceding the General Meeting, i.e. 21 July 2017.

Only persons having the capacity of the shareholder as of the relevant record date will be considered as having the right to attend and vote at the General Meeting. In case of non-compliance with the provisions of article 28a of Codified Law 2190/1920, as in force, Shareholders will attend the General Meeting only after the General Meeting has authorized them to do so.

It is noted that attendance at the General Meeting no longer requires the blocking of shares or adherence to any other similar procedure which would limit the shareholders' ability to sell and transfer the shares during the period between the record date and the date of the General Meeting.

## **II. Exercise of voting rights via representative**

Shareholders may attend the General Meeting and vote either in person or via legally authorised representatives. Each Shareholder may appoint up to three (3) representatives. Legal persons participate in the General Meeting by appointing as representatives up to three (3) natural persons. If a Shareholder holds shares which appear in more than one securities account, such Shareholder may appoint a different representative for the shares appearing in each securities account. A representative acting on behalf of more than one Shareholder may cast a different vote for each Shareholder.

A Shareholder may appoint a representative for a single general meeting or for as many meetings take place within a certain period of time.

A representative will vote as per the Shareholder's instructions, if any, and must archive the voting instructions for at least one (1) year from the submission of the General Meeting minutes to the competent authority or, if a decision is subject to publicity, from recording thereof in the Register of Societes Anonyme.

A Shareholder representative must, prior to the commencement of the General Meeting, notify the Company of any specific circumstances which Shareholders might find useful to assess the risk that such representative could serve interests other than those of the Shareholder.

A conflict of interests might particularly arise if the representative is:

- a) a controlling shareholder or other legal person or entity controlled by such Shareholder;
- b) a member of the Board of Directors or of the general management of the Company, or of a controlling Shareholder or other legal person or entity subject to the control of such controlling Shareholder;
- c) an employee or certified auditor of the Company or of a controlling shareholder or other legal person or entity subject to the control of such controlling shareholder;
- d) the spouse of or relative to the first degree to any of the natural persons mentioned in points a) to c).

Proxy forms for the appointment of representatives are available at the Company's Central Offices at 25 Ermou str., Kifissia and on the Company's website at [www.eltechanemos.gr](http://www.eltechanemos.gr). Proxy forms must be submitted, filled in and signed, and received at the Company's Central Offices, 25, Ermou str., Kifissia (Shareholder Service Department) at least three (3) days prior to the date for the General Meeting, i.e. by 27 June 2017.

Shareholders may not attend the General Meeting using electronic means, without physical presence at the place of the General Meeting, and may not exercise distance voting (by electronic means or by post) nor appoint and revoke the appointment of a representative using electronic means.

### **III. Minority interest**

Pursuant to article 26 par. 2(b) of Codified Law 2190/1290, Shareholders are informed that they have, among others, the following rights provided for in article 39 par. 2, 2(a), 4 and 5 of Codified Law 2190/1920:

- i. Upon request of Shareholders representing 1/20 of the paid up share capital, the Board of Directors must proceed to the addition of items on the agenda of the General Meeting convened, provided that such request has been received by the Board of Directors at least fifteen (15) days prior to the General Meeting, i.e. by 15 June 2017. The request to add items on the agenda must be accompanied by a relevant justification or a draft decision and the General Meeting shall include the new items to the agenda. The revised agenda will be published in the same manner as the previous agenda, thirteen (13) days prior to the date of the General Meeting, i.e. on 17 June 2017, and made available to Shareholders on the Company's website, together with the relevant justification or the draft decision submitted by the Shareholders, as per article 27 par.3 of Codified Law 2190/1920.
- ii. Upon request of Shareholders representing 1/20 of the paid up share capital, the Board of Directors must make available to Shareholders, as per article 27 par. 3 of Codified Law 2190/1920, at least six (6) days prior to the date of the General Meeting, i.e. no later than 24 June 2017, draft decisions on issues included in the original or revised agenda, provided that such request is received by the Board of Directors at least seven (7) days prior to the date of the General Meeting, i.e. by 23 June 2017 at the latest.
- iii. Upon request of any Shareholder, submitted to the Company at least five (5) full days prior to the General Meeting, i.e. by 24 June 2017 at the latest, the Board of Directors must make available to the General Meeting the specific information required in relation to the Company's affairs, to the extent that such information is useful to effectively assess the items of the agenda. The Board of Directors may issue a single reply to Shareholders requests, having the same content. No obligation to provide information exists when the relevant information is already posted on the Company's website, especially in the form of questions and answers.
- iv. Upon request of Shareholders representing 1/20 of the paid up share capital, submitted to the Company at least five (5) full days prior to the General Meeting, i.e. by 24 June 2017 at the latest, the Board of Directors must announce to the Ordinary General Meeting the amounts paid over the past two years to each member of the Board of Directors or Company managers, as well as any benefits to such persons, for any reason or under any contract between such persons and the Company.
- v. Upon request of Shareholders representing 1/5 of the paid up share capital, to be submitted to the Company at least five (5) full days prior to the General Meeting, i.e. by 24 June 2017 at the latest, the Board of Directors must provide information to the General Meeting about the course of corporate affairs and the Company's assets.

The deadlines to exercise any shareholder minority rights will apply accordingly in case of a 1<sup>st</sup> and a 2<sup>nd</sup> Adjourned General Meeting.

In all of the above cases of exercise of their rights, requesting Shareholders must prove their shareholder capacity and the number of shares held as at the time of exercise of the relevant

right. The capacity of shareholder will be proven upon procurement of a relevant written certificate or, alternatively, by direct online connection of the Company to the “HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.” records.

#### **IV. Available documents and information**

This invitation, the documents to be submitted to the General Meeting, the draft decisions proposed by the Board of Directors, the proxy forms and other information under article 27 par. 3 of Codified Law 2190/1920, are posted on the Company's website at [www.eltechanemos.gr](http://www.eltechanemos.gr). Furthermore, Shareholders may obtain the aforementioned documents in hard copies from the Company's Shareholder Service Department (25, Ermou str., 145 64 Kifissia).

Kifissia, 9 June 2017

FOR THE BOARD OF DIRECTORS

The Chairman of the Board and Managing Director

ANASTASSIOS KALLITSANTIS