

**FOURLIS HOLDINGS S.A.**

**G.E.M.I. No. 258101000**  
**S.A. Reg. No. 13110/06/B/86/01**

**INVITATION TO  
THE ANNUAL ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

In accordance with the Law and the Company's Articles of Association and following the decision taken by its Board of Directors, Shareholders are hereby invited to the Annual Ordinary General Meeting, to be held on **Friday 15<sup>th</sup> June 2018**, at **11:00 a.m.** at the CROWNE PLAZA ATHENS CITY CENTRE HOTEL (50, Michalakopoulou street, Athens, Attica), in order to discuss and take relevant decisions on the subjects of the agenda.

If the required quorum, for all or part of the subjects of the agenda, is not achieved, the shareholders are invited to a **First repeat Meeting on Tuesday 26<sup>th</sup> June 2018 at 10:30 a.m.** at the head offices of the Company (18-20, Sorou street, 151 25, Maroussi, Attica), in order to discuss and take relevant decisions on the subjects of the agenda, without publication of a new invitation.

If the required quorum, for all or part of the subjects of the agenda of the First Repeat Meeting, is not achieved, the shareholders are invited to a **Second repeat Meeting on Monday 9<sup>th</sup> July 2018 at 10:30 a.m.** at the head offices of the Company, in order to discuss and take relevant decisions on the subjects of the agenda, without publication of a new invitation.

**SUBJECTS ON THE AGENDA:**

1. Submission for approval of the financial statements and the consolidated financial statements (Annual Financial Report) together with the Annual Report thereon prepared by the Board of Directors and the Chartered Accountants-Auditors for the period 1/1/2017 - 31/12/2017.
2. Discharge of the members of the Board of Directors and the Chartered Accountants-Auditors from any liability for compensation with regard to the Financial Statements and the administration of the Company or with regard to the consolidated Financial Statements of the Company for the period 1/1/2017 - 31/12/2017.
3. Election of ordinary and substitute Chartered Accountants-Auditors to audit the consolidated and the Company's financial statements for the period 1/1/2018 - 31/12/2018 and determination of their remuneration.
4. Approval of members of the Board of Directors' remuneration for the period 1/1/2017 - 31/12/2017 and preliminary approval of members of the Board of Directors' remuneration for the period 1/1/2018 - 31/12/2018.
5. Increase of the share capital of the Company through capitalisation of reserves and increase of the nominal value of each share, by €0,04 and consequent amendment of article 3 of the Articles of Association.
6. Capital Return to the Shareholders of 0,10 euros per share through reduction of the share capital of the Company with corresponding reduction of the nominal value of each share and consequent amendment of article 3 of the Articles of Association.

Participation right and vote in the Annual General Meeting have those individuals and legal entities that are registered as shareholders of the company on Hellenic Exchanges records at the beginning of 10.06.2018 (Record Date).

In case of a First repeat General Meeting, Participation right and vote have those individuals and legal entities that are registered as shareholders of the company on Hellenic Exchanges records at the beginning of 22.06.2018 (Record Date).

In case of a Second repeat General Meeting, Participation right and vote have those individuals and legal entities that are registered as shareholders of the company on Hellenic Exchanges records at the beginning of 05.07.2018 (Record Date).

The exercise of the above rights does not require the shareholders to block their shares or any other similar procedure, that restricts the sale and transfer during the period between the Record Date and the date of the General Meeting.

Shareholders wishing to participate in the Annual General Meeting or repeat Meetings through a proxy, should send a relevant representation statement, that is available at the Company's head offices 18-20, Sorou str., 151 25, Maroussi, (Investor Relations Department) or the website [www.fourlis.gr](http://www.fourlis.gr), the latest by the third day prior to the General Meeting or any Repeat General Meetings.

Shareholders may participate in the Annual General Meeting or any repeat General Meetings either in person or through a proxy. Every shareholder may appoint up to three (3) proxies. Legal entities may participate in the Annual General Meeting or any repeat General Meetings by appointing up to three (3) individuals as proxies. However, if a shareholder holds company shares that appear in more than one security accounts that do not restrict the shareholder to appoint different proxies for each account in relation to the Annual General Meeting. A proxy who represents more than one shareholder may vote differently for each shareholder.

The proxy must notify the company, before the start of the Annual General Meeting, any specific event that may be useful to shareholders to assess the risks that the proxy may serve other interests, than those of the represented shareholders as specified in Article 28A Par.3 of L.2190/1920.

With regard to the Annual General Meeting, the shareholders of the company also have the following rights:

(A) Shareholders representing 1/20 of the paid-up share capital of the Company are entitled to request from the Board of Directors, to include additional subjects on the agenda of the Annual General Meeting. Such a request should be received by the Board of Directors no later than 15 days prior to the Annual General Meeting and it should be accompanied by reasoning or a draft resolution to be approved by the Annual General Meeting.

(B) Shareholders representing 1/20 of the paid-up share capital of the Company are entitled, to request from the Board of Directors at least 7 days prior to the Annual General Meeting, to provide draft resolutions by posting them on the Company's website ([www.fourlis.gr](http://www.fourlis.gr)) for the subjects of the initial or the revised agenda. Following such a request, the Board of Directors must make these draft resolutions available to the shareholders at least 6 days prior to the Annual General Meeting.

(C) Shareholders may request from the Board of Directors, no later than 5 full days prior to the Annual General Meeting, to provide at the Annual General Meeting specifically requested information related to the Company's affairs, to the extent that such information is useful for the actual assessment of the subjects on the agenda.

(D) Shareholders who represent 1/5 of Company's paid-up share capital may request from the Board of Directors, no later than 5 full days prior to the Annual General Meeting, to provide at the Annual General Meeting information regarding the evolution of the Company's affairs and the state of the Company's assets.

Relevant deadlines regarding minority shareholder rights are also in force for Repeat General Meetings.

Information and documents related to Par.3 Art. 27 of L.2190/1920 are available at the Company's website: [www.fourlis.gr](http://www.fourlis.gr). Furthermore all the above are also available in hard copy to the Company's shareholders by the Investor Relation Department (18-20 Sorou str., Maroussi, Athens, Tel. 2106293004 – 2106293043).

Maroussi, 21 May 2018

**THE BOARD OF DIRECTORS**