



**GRIVALIA PROPERTIES**  
**Real Estate Investment Company**  
**Registration Number 000239101000**  
**Extraordinary General Shareholders' Meeting**  
**December 17<sup>th</sup>, 2018**  
**12:00 p.m.**

**INVITATION**

Pursuant to Codified Law 2190/1920 "on sociétés anonymes", as currently applicable, and the Company's Articles of Association, the Board of Directors invites the shareholders of "GRIVALIA PROPERTIES Real Estate Investment Company" to an Extraordinary General Meeting, on December, 17<sup>th</sup>, 2018, day of the week Monday, at 12:00 p.m., in Athens, at "Bodossaki Foundation Building" ("John S. Latsis" conference room), 20, Amalias Ave., Athens.

The items on the agenda are the following:

1. Reduction of the share capital for an amount of 10,345,991.49 Euros through cancellation of 4,857,273 of the Company's treasury shares and amendment of article 5 of the Articles of Association.
2. Reduction of the share capital for an amount of 40,489,145.34 Euros through reduction of the nominal value of each share by 0.42 Euros, return of the amount of the reduction to the shareholders in cash and amendment of article 5 of the Articles of Association.
3. Approval of distribution of profits of past financial years to B.o.D. members and Company's employees and granting of the special permission as per article 23a of Codified Law 2190/1920 for the above payments.
4. Granting of the special permission as per article 23a of Codified Law 2190/1920 for the conclusion of a real estate management agreement with a company which is going to be established by Company executives and will be controlled by the Company's CEO.
5. Other announcements.

Pursuant to Article 26(2b) and 28a of Codified Law 2190/1920, the Company notifies the shareholders of the following:

## **RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL MEETING**

Any person listed as holder of ordinary shares of the Company in the files of the Dematerialized Securities System (DSS) administered by “Hellenic Central Securities Depository S.A.” (“HCSD”) on Wednesday, December 12th, 2018 (“Record Date”), namely at the commencement of the fifth (5<sup>th</sup>) day prior to the General Meeting date, shall be entitled to participate and vote at the General Meeting on December, 17<sup>th</sup>, 2018.

The shareholder’s quality shall be certified online by HCSD via direct connection of the Company to the DSS files. Therefore, for a shareholder to participate and vote at the General Meeting, such shareholder is not required to furnish a relevant certificate in writing by HCSD.

The Company shall regard that only those listed as shareholders on the respective Record Date are entitled to participate and vote at the General Meeting. The exercise of such rights does not presuppose blocking of the beneficiary’s shares or compliance with any other respective procedure restricting the capacity to sell and transfer such shares during the period from the Record Date to the General Meeting date.

Each ordinary share shall grant the right of one vote.

## **PROCEDURE FOR PARTICIPATING AND VOTING VIA A REPRESENTATIVE**

A shareholder shall participate in the General Meeting and vote either in person or by proxy. Any shareholder may appoint up to three (3) representatives and legal persons that are shareholders may appoint as their representatives up to three (3) natural persons. In case that a shareholder holds Company shares listed in more than one securities’ account, the said shareholder may appoint different representatives for the shares listed in each securities’ account. A representative acting on behalf of more than one shareholder may cast a different vote for each shareholder.

The Company’s Articles of Association do not provide for any shareholders’ capacity to participate in the General Meeting by electronic means, without them being physically present at the place where the General Meeting convenes, or any possibility of remote voting either by electronic means or by letter, or the possibility to appoint and revoke representatives by electronic means.

An authorization form for the appointment of a representative shall be available to the shareholders (a) in hardcopy form, by the Investor Information Services Division of Eurobank Ergasias S.A, 8, Iolkou and Filikis Etaireias, GR 142 34 Athens, Greece (Tel.: +30 21035 22400) and (b) in electronic form, at the Company’s website ([www.grivalia.com](http://www.grivalia.com)).

The aforementioned form must be filled in and signed and submitted to the Company at the address cited above under (a), at least three (3) days before the General Meeting date.

The representative must notify the Company, before the commencement of the General Meeting, of any specific event which may be useful for the shareholders to assess the risk of the representative serving interests other than those of the shareholder.

Conflict of interests may occur, in particular, when the representative is:

- (a) a shareholder exercising the Company's control or other legal person or entity controlled by such shareholder;
- (b) a member of the Board of Directors or the management, in general, of the Company or of a shareholder exercising the Company's control or other legal person or entity controlled by a shareholder exercising the Company's control;
- (c) an employee or certified auditor of the Company or a shareholder exercising the Company's control or of other legal person or entity controlled by a shareholder exercising the Company's control;
- (d) a spouse or first-degree relative of one of the natural persons mentioned under cases (a) to (c).

## **SHAREHOLDERS' MINORITY RIGHTS**

1. Shareholders representing one twentieth (1/20) of the Company's paid-up share capital may request:

(a) that additional items be included in the agenda of the General Meeting, by a request to be submitted to the Board of Directors by Friday, November 30<sup>th</sup>, 2018, which must be accompanied by justification or a draft decision to be approved by the General Meeting.

(b) that draft decisions on the items included in the initial or revised, as the case may be, agenda be set at the shareholders' disposal by Tuesday, December 11<sup>th</sup>, 2018, by a request to be submitted to the Board of Directors by Monday, December 10<sup>th</sup>, 2018.

2. Any shareholder may request, by a petition submitted to the Company by Wednesday, December 12<sup>th</sup>, 2018 that the General Meeting be provided with specific information on the Company's affairs, to the extent that this is useful to make an actual assessment of the agenda items.

3. Shareholders representing one fifth (1/5) of the Company's paid-up share capital are entitled to request, by a petition submitted to the Company by Wednesday, December 12<sup>th</sup>, 2018, that the General Meeting be provided with information on the course of the corporate affairs and the Company's financial standing.

Detailed information about the aforementioned minority rights and the conditions of their exercise are available at the Company's website ([www.grivalia.com](http://www.grivalia.com)).

## **AVAILABLE DOCUMENTS AND INFORMATION**

The complete text of the documents to be submitted to the General Meeting and the draft decisions on each item on the agenda is available in hardcopy form the Investor

Information Services Division of Eurobank Ergasias S.A, 8, Iolkou and Filikis Etaireias, GR 142 34 Athens, Greece (Tel.: +30 21035 22400), where shareholders may obtain copies from. All the aforementioned documents, the Invitation, the total number of current shares and voting rights, the forms for proxy voting, the description of the agenda items and the draft decisions of the General Meeting are available in electronic form at the Company's website ([www.grivalia.com](http://www.grivalia.com)).

Maroussi, 26.11.2018

THE CHAIRMAN  
OF THE BOARD OF DIRECTORS

Nikolaos A. Bertsos